

31st Annual General Meeting



Vogue Textiles Limited

2022-2023

A-206, SOMDUTT CHAMBERS-1, 5, BHIKAJI CAMA PLACE,
NEW DELHI-110066

BOARD OF DIRECTORS

1	Mr. SUNIL DUTT	NON-EXECUTIVE CHAIRMAN
2	Mr. ANIL DUTT	MANAGING DIRECTOR
3	Mr. JOGENDER KUMAR MINOCHA	NON-EXECUTIVE INDEPENDENT DIRECTOR

COMPANY SECRETARY

Mrs. JASWANT KAUR

BANKERS

PUNJABNATIONALBANK

STATUTORY AUDITORS

NITIN KAPOOR & ASSOCIATES

Chartered Accountants

79, Sukhdev Nagar,

Panipat-1321 03

Haryana

Firm Regn.No.: 021107N

REGISTERED CUM HEAD OFFICE

VOGUE TEXTILES LIMITED

A-206, Somdatt Chambers-I,

5, Bhikaji Cama Place,

New Delhi - 110066.

Ph.No- 011-26170298

E-MAIL : info@voguetextiles.com

WEBSITE: www.voguetextiles.com

CIN : U18101DL1992PLC049370

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REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Ltd.

205-208, Anarkali Complex

Jhandewalan Extension,

New Delhi -110055

Ph. .No - 23541234, 42541234, 42541955

E-MAIL: info@alankit.com

CIN : U74210DL1991PLC042569



NOTICE

THE 31ST ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF THE VOGUE TEXTILES LIMITED ("THE COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING [(VC)/OTHER AUDIO-VISUAL MEANS (OAVM)] ON **FRIDAY, 22ND SEPTEMBER 2023 AT 02:00 P.M. (1ST)** IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH GENERAL CIRCULAR NO. 14/2020 DATED 8TH APRIL, 2020, CIRCULAR NO. 17/2020 DATED 13TH APRIL, 2020, 20/2020 DATED 5TH MAY, 2020, 02/2021 DATED 13TH JANUARY, 2021, 21/2021 DATED 14TH DECEMBER, 2021 AND 10/2022 DATED 28TH DECEMBER, 2022 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA) TO TRANSACT THE ORDINARY AND SPECIAL BUSINESS, IF ANY, SET OUT IN THE NOTICE OF THE AGM. THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY WHICH SHALL BE THE DEEMED VENUE OF THE AGM TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2023 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' there on.
2. To appoint a Director in place of Mr. Sunil Dutt (DIN01514028) who retires by rotation and being eligible, offers him self for re-appointment.

SPECIAL BUSINESS

3. To extend further for a period of 12 months starting from 23.09.2023 till 22.09.2024, the Exit Offer to the Public Shareholders of the Company pursuant to compulsory delisting of the Company in compliance with Chapter V of the extant SEBI (Delisting) Regulations, 2009 as amended ("SEBI Regulations") and in compliance with the Order of Delisting Committee of BSE DATED 26/06/2018 EFFECTIVE FROM 4TH JULY 2018.

"RESOLVED THAT, in accordance with the provisions of the Companies Act, 2013 and Chapter V of the extent SEBI (Delisting) Regulations, 2009 as amended ("SEBI Regulations") and in compliance with the Order of Delisting Committee of BSE DATED 26/06/2018, the existing exit offer of share buy back from public shareholders as per the offer letter and other relevant documents/papers."

By Order of the Board
For Vogue Textiles Limited

Place : New Delhi

Date : 29th August 2023

JASWANT KAUR
Company Secretary

NOTES

Explanatory Statement Annexed to the Notice Convening the 31st Annual General Meeting To Be Held on Friday, 22nd September 2023:

Item No. 3:

The Board of Directors considered the exit offer and it was decided unanimously to extend the same for further 12 months from September 23, 2023 till September 22, 2024. The offer letter, Form of Acceptance, Securities Transfer Form and Form of Rejection and all other related documents together with all the terms and conditions will remain same as per earlier resolutions passed in this regard.

None of the directors is interested or concerned financially or otherwise in this resolution. Hence, your Board recommends the special resolution set out at Item No 3 of the Notice for approval by the members.

INSTRUCTIONS TO ATTEND AGM THROUGH VC/OAVM

1. Pursuant to aforesaid circulars, electronic copies of the Notice of the AGM along-with Annual Report for the Financial Year **2022-23** will be sent to all the members whose E-mail addresses are registered with the Depository Participant(s), Company (in case of shares held in physical form). The dispatch of Notice of the AGM along-with Annual Report through e-mails be completed on 01st **September, 2023**. The Notice of AGM and the Annual Report for the Financial Year **2022-23** are available on the Company's website at <https://voguetextiles.com>. Notice of the AGM is also available on Company's Registrar and Share Transfer Agent(RTA) website <https://www.alankit.com>.

2. Members are provided with facility to attend the AGM through electronic platform provided by Company's RTA viz. Alankit Assignments Limited (Alankit). Members can attend The AGM through [(VC) / Other Audio-Visual Means (OAVM)] to view the live webcast of AGM by visiting <https://www.alankit.com> under shareholder / members login by using their remote e-voting login credentials and selecting the event for Company's AGM. Members who need assistance before or during the AGM may contact Alankit at **011-23541234 or 011-42541955**.

3. The Company is pleased to provide the facility to members to exercise their right to vote by electronic means on resolutions proposed to be passed at the AGM. Members holding share either in physical form or in dematerialized form as on **Friday, 15th September, 2023** (Cut-off date),



can cast their vote electronically on the Ordinary and Special Businesses as set out in the Notice of the AGM through electronic voting system ("remote e-voting") as provided by NSDL.

4. The remote e-voting facility will be available during the following voting period commencement of remote e-voting from **Tuesday, 19th September, 2023 at 9:00 A.M. (IST)** and to end of remote e-voting up-to **Thursday, 21st September, 2023 at 5:00 P.M. (IST)**

5. Members may note that:

a) The remote e-voting module will be disabled by NSDL after the aforesaid dates and time and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Remote e-voting shall not be allowed beyond the said date and time.

b) The facility for voting will also be made available during the AGM and those members present in the AGM through [(VC)/Other Audio-Visual Means (OAVM)] facility, who have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM and

c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

6. Members are hereby informed that any person, who becomes member of this Company after dispatch of the Notice for the AGM through the electronic means and holding shares as on the cut-off date viz. **15th September, 2023**, can obtain the login ID and password by sending a request at info@alankit.com. However, if a person is already registered with **Alankit** for remote e-voting then existing user ID and password can be used for casting vote.

7. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 16th September, 2023 to Friday, 22nd September, 2023** (both days inclusive) for the AGM and determining the names of members eligible for final Dividend on Equity shares, if declared at the AGM of the Company.

8. Members who have not registered their E-mail addresses are requested to register their e-mail address with respective Depository Participant(s) and members holding shares in physical mode are requested to upload their e-mail addresses with Company's RTA, to receive copies of the notice of the AGM and Annual Report for the Financial Year 2022-23 together-with instruction for e-voting and participation through VC/OAVM.

9. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available in the downloads section or <https://www.evoting.nsdl.com>, Company's Registrar toll free Number **011-23541234** or send an E-mail to rta@alankit.com. Any grievances connected with the remote e-voting, attending the AGM through VC / OAV Mode, e-voting during the AGM may be addressed to Mr. **J.K. SINGLA, Manager** - Corporate Registry (Unit: Vogue Textiles Limited) **Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Contact Nos. 011-23541234 or 011-42541234.**

10. Shareholders seeking any information with regard to accounts are requested to write to the company at least 7days in advance, so as to enable the Company to keep the information ready.

11. (i) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, 21/2021 dated 14th December 2021 and 10/2022 dated 28th December, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

(ii) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

(iii) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chair persons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.



- (iv) The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (v) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- (vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.voguetextiles.com. The EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- (vii) EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

12. PROCEDURE FOR E-VOTING

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday 19th September, 2023 at 09:00 A.M. and ends on Thursday 21st September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 15th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 15th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system




A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="753 886 1227 1170" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Help desk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 - 43</p>



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 125009 then user ID is 125009001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” (**Vogue Textiles Limited – 125009**) of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aijazfcs@gamil.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **(Name of NSDL Official)** at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@voguetextiles.com or rt@alankit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@voguetextiles.com or rt@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company (**125009**) will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@voguetextiles.com. The same will be replied by the company suitably.
6. Registration of Speakers and related point needs to be added by company.



GENERAL INFORMATION

1. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed a day prior to the date of AGM .Accordingly, the **voting period shall commence at 9.00 A.M. on Tuesday, 19th September, 2023 and will end at 5.00. P.M. on Thursday, 21st September, 2023. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.**
2. The results shall be declared on or after AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company, www.voguetextiles.com.
3. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form enclosed herewith or can be downloaded from website www.voguetextiles.com and [convey their assent/](#) dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/ Dissent form, so as to reach M/s. Aijaz & Associates, (150, 2nd Floor, Julena, New Friends Colony, New Delhi-110025. Email-aijazfcs@gmail.com), Scrutinizer appointed by the company or at the registered office of the Company on or before 5.00.p.m.on **Thursday,21st September, 2023.**
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section170 of The Companies Act, 2013 and The Register of contracts or arrangements in which the directors are interested Under Section 189 of the Companies Act, 2013,will be available for inspection at the AGM.

By Order of the Board
For Vogue Textiles Limited

Place : New Delhi

Date: 29th August, 2023

JASWANT KAUR

Company Secretary

ANNEXURES TO NOTICE
DIRECTORS' REPORT

To
The Members,

Your Directors present the 31st Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended 31st March, 2023.

FINANCIAL RESULTS**FINANCIAL HIGHLIGHTS**

The Financial results for the year ended on 31.03.2023 and 31.03.2022 are as under :

(RS. IN LAC)

	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
SALES	109.96	27.69
OTHER INCOME	22.46	63.72
TOTAL EXPENDITURE	127.20	88.67
INTEREST & BANK CHARGES	4.08	16.16
DEPRECIATION	6.41	4.78
PROFIT /(LOSS) BEFORE EXTRA ORDINARY ITEMS & TAX	5.22	2.74
EXTRA ORDINARY ITEMS	-	-
PROFIT/(LOSS) BEFORE TAX	5.22	2.74
PROFIT/(LOSS) AFTER TAX	2.02	(0.44)
SHARE CAPITAL	590.10	590.10
RESERVES(EXCLUDING CAPITAL/REVALUATION RESERVE)	-	-
REVALUATION RESERVE	-	-
EARNING PER SHARES (EPS)	(0.00)	(0.00)
DIVIDEND	--	-

BOARD EVALUATION

Your Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, performance of the board as a whole and its members and other required matters.



MEETINGS OF THE BOARD

The Board met 5 times on 18.05.2022, 26.08.2022, 05.09.2022, 15.11.2022 & 24.03.2023 during the year. The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the Last Annual General Meeting and number of companies in which the Director is a member or its committee are as follows:

DIRECTORS

There was no change in composition of Board of Directors of the company during the period.

Mr. Sunil Dutt (DIN01514028) who retires by rotation and being eligible, offers himself for re-appointment.

COMMITTEES OF THE BOARD

Pursuant to the compulsory delisting of our company from the stock exchange, the provisions of the Companies Act 2013 and Clause 49 of the Listing Agreement with the Stock Exchange(s) are no more relevant to the Company and hence, no Committees of the Board were constituted for the current year.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

1. That in the preparation of annual accounts for the financial year ended 31st March, 2023 the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
2. That they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit / loss for the year under consideration.
3. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That they have prepared the annual accounts of the Company for the financial year ended 31st March, 2023 on a going concern basis.

RELATED PARTY TRANSACTION

The transaction with related party entered into by the Company are periodically placed before the Board of Directors for its approval. No transaction with the related party is material in nature, in accordance with Company's Related Party Transaction Policy in accordance with Accounting Standard-18 (Related Party Disclosures).

SAFETY AND ENVIRONMENT

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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



PUBLIC DEPOSIT

During the year under review, the Company has not accepted any deposits from public.

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

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

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

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

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

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to this section.

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

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

ADDITIONAL INFORMATION

Due to disruptions of Covid-19, the Exit Offer by the company was extended for another year to facilitate the share holders who want to opt for it.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure III and is attached to this Report.

ACKNOWLEDGEMENT

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

For & On behalf of the Board of Directors of
Vogue Textiles Limited

Sunil Dutt
(Chairman)

Place : New Delhi

Date : 29th August, 2023

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

ANNEXURE OF DIRECTOR REPORT (ANNEXURE - I & II)

ANNEXURE- I

ELECTRICITY

	(2022-2023) Current Year	(2021-2022) Previous Year
a) Purchased Unit	53462	68512
Total Amount (in Rs.)	5,03,261	6,51,749
Rate/Unit (in Rs.)	09.41	09.51
b) Own Generation	-	-
Through Diesel Generator Unit	-	-
Unit per Ltr. Of Diesel Oil (in Rs.)	-	-

ANNEXURE-II

Research and development (R&D)

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

.Technology Absorption, Adaptation and Innovation.

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

- Foreign Exchange Earned- Rs. NIL
- Foreign Exchange Used- Rs. NIL

ANNEXURE - III

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2023
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the
Companies (Management and Administration) Rules,2014

I. REGISTRATION AND OTHER DETAILS:

1	CIN	U18101DL1992PLC049370
2	Registration Date	01 st July, 1992
3	Name of the Company	Vogue Textiles Limited
4	Category/Sub-Category of the Company	Public Limited Company
5	Address of the registered office and contact details	A-206, Somdutt Chambers-I, 5, Bhikaji Cama Place, New Delhi-110066
6.	Whether listed Company	No
7	Name, Address and Contact details of Registrar and Transfer Agent if, , any CIN :	Alankit Assignments Ltd. 205 – 208 Anarkali Compex, Jhandewalan Extension NewDelhi-110055 Ph.No - 23541234, 42541234, 42541955, E-MAIL: info@alankit.com U74210DL1991PLC042569

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

3. Particular of the Holding, Subsidiary and Associate Company:

There is no Holding, Subsidiary and Associate company of Vogue Textiles Limited.

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

Category Code	Category of Shareholder	Number of Shareholders	Financial year Ended:		31/03/2023		Shares Pledged or otherwise encumbered	
			Total no. of Shares	Number of Shares held In dematerialized form	Total shareholding as a percentage of total		No. Of Shares	As a percentage
					As a percentage	As a percentage		
(A)	Shareholding of Promoter and Promoter Group							
	Indian							
(a)	Individual/Hindu Undivided Family	2	3921595	3875566	66.46	74.22	NIL	NIL
(b)	Central Govt./State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Financial Institutions / Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	SubTotal(A)(1)	2	3921595	3875566	66.46	74.22	NIL	NIL
2	Foreign							
A	Individuals (Non-Residents Individual/ Foreign Individuals)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D	Any Others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	SubTotal(A)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Shareholding of promoter and Promoter Group (A)=(A)(1)+(A)(2)	2	3921595	3875566	66.46	74.22	NIL	NIL
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Bank-Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Central Government /State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(g)	Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (B)(1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B2	Non-institutions							
(a)	Bodies Corporate	21	260676	260676	4.42	4.42	NIL	NIL
(b)	Individuals							
I	Individuals-i, Individual shareholders Holding nominal share capital upto Rs 2 lakh	6370	1598331	964754	27.08	18.49	NIL	NIL
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3	105004	105004	1.78	1.78	NIL	NIL
(c)	Any other(specify) Resident HUF	33	11163	11163	0.19	0.19	NIL	NIL
III	NRI-repatriable & Non repatriable	8	4201	4201	0.07	0.07	NIL	NIL
	SubTotal(B)(2)	6435	1979375	1345798	33.54	25.78	NIL	NIL
(B)	Total Public Shareholding(B)=(B)(1)+(B)(2)	6435	1979375	1345798	33.54	25.78	NIL	NIL
	Total(A)+(B)	6437	5900970	5221364	100.00	100.00	NIL	NIL
(c)	Share held by Custodians and Against which depository							
1	Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Subtotal(C)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Grand Total (A)+(B)+(C)	6437	5900970	5221364	100.00	100.00	NIL	NIL

□

(ii) Shareholding of Promoters

Sl no.	Shareholder's Name	Shareholding at the beginning of the year-2022-23			Shareholding at the end of the year-2022-23			%change in shareholding in during a the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/ en cumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged/ en cumbered to total shares	
1	Anil Dutt	15,84,537	26.86	NIL	15,84,537	26.86	NIL	NIL
2	Sunil Dutt	23,37,058	39.60	NIL	23,37,058	39.60	NIL	NIL
	Total	39,21,595	66.46	NIL	39,21,595	66.46	NIL	NIL

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

Sl no.		Shareholding at the beginning of the year 2022-23		Cumulative Shareholding during the year 2022-23	
		No. of shares Held by all Promoters	% of total shares of the Company	No. of shares Held by all Promoters	% of total shares of the Company
1.	All Promoters	39,21,595	66.46	39,21,595	66.46
2.	At the end of the year	39,21,595	66.46	39,21,595	66.46
3.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	NIL			
	At the end of the year (or on the date of separation, if separated during the year)	39,21,595	66.46	39,21,595	66.46

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

Sl no.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2022 to 31-03-2023)	
		No. of Shares at the end of the year (31.03.2023)	% of total shares of the Company				No. of Shares	% of total shares of The Company
1	Smart Multi trade Pvt. Ltd.	2,50,000	4.237	Nil	Nil	Nil	2,50,000	4.237
2	Sanjay Lunawat	40,000	0.678	Nil	Nil	Nil	40,000	0.668
3	Rajesh Garg	39,861	0.675	Nil	Nil	Nil	39,861	0.675
4	Sanjeev Kumar	25,143	0.426	Nil	Nil	Nil	25,143	0.426
5	Ram Bhaj Dutta	16,810	0.285	Nil	Nil	Nil	16,810	0.285
6	P. L. R. Shekhar	15,500	0.263	Nil	Nil	Nil	15,500	0.263
7	Sarita Dilip Kole	15,425	0.261	Nil	Nil	Nil	15,425	0.261
8	Kamna Garg	13,675	0.232	Nil	Nil	Nil	13,675	0.232
9	Manoj Agarwal	13,150	0.223	Nil	Nil	Nil	13,150	0.223
10	Rakesh Bal Gautam	12,200	0.207	Nil	Nil	Nil	12,200	0.207

(v) Shareholding of Directors and Key Managerial Personnel:

Sl no.		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
	For Each of the Directors and KMP				
1.	Anil Dutt (Director)	15,84,537	26.86	15,84,537	26.86
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc.):	NIL			
	At the End of the year	15,84,537	26.86	15,84,537	26.86

(vi) Shareholding of Directors and Key Managerial Personnel:

Sno.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
2	Sunil Dutt (Director)	23,37,058	39.60	23,37,058	39.60
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g.allotment/transfer/bonus/ sweat Equity etc):	Increase pursuant to Exit Offer to public shareholders			
	At the End of the year	23,37,058	39.60	23,37,058	39.60

(vii) Shareholding of Directors and Key Managerial Personnel:

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

(viii) Shareholding of Directors and Key Managerial Personnel:

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
5	Jaswant Kaur (Company Secretary)	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g.allotment/transfer/bonus/ sweat Equity etc):	Not Applicable			
	At the End of the year	Nil	Nil	Nil	Nil



(ix) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year			-	-
i) Principal Amount	40.94	577.95	-	618.89
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	40.94	577.95	-	618.89
Change in indebtedness during the financial year	-	-	-	-
Addition	-	-	-	-
Reduction	(24.73)	(12.23)	-	(36.96)
Net Change	(24.73)	(12.23)	-	(36.96)
Indebtedness at the end of the financial year	-	-	-	-
I) Principal Amount	-	-	-	-
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	16.94	565.72	-	581.93

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

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

Note: No Remuneration payable in the financial year 2022-23 to Mr. Anil Dutt, Managing Director. Since there has been reduced turnover and inadequate profits in the said financial year Mr. Anil Dutt requested to waive of his salary.

(B) Remuneration to other directors:

S. No.		Sunil Dutt	AnilDutt	Jogender Kumar Minocha	Total Amount
1	Independent Directors	-	-	-	-
	Fee for attending board/committe meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Director	-	-	-	-
	Fee for attending board/committe meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)				

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

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



(D) Remuneration to the Directors:

Sl no.	Particulars of Remuneration	Name of Directors			Total Amount
	Independent Directors	Jogender Kumar Minocha			
	Fee for attending board Committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL
	4. Other Non-Executive Directors	Sunil Dutt			
	·Fee for attending board committee meetings				
	Total (2)	NIL	NIL	NIL	NIL
	Total (B) = (1+2)	NIL	NIL	NIL	NIL
	Total Managerial	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL

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

Sl no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	180000	NIL	180000
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission -as% of profit -Others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	180000	NIL	180000



(xi) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

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

2. COMPOSITION OF BOARD

In compliance with the corporate governance, the board is headed by its Non-Executive Chairman, Shri Sunil Dutt. As on 31.03.2023, the board consisted of three members comprising one Non-Executive Chairman, one Executive Director and one Non-Executive Independent Director.

3. NUMBER OF BOARD MEETINGS

The Board met 5 times on 18.05.2022, 26.08.2022, 05.09.2022, 15.11.2022 & 24.03.2023 during the year.

4. No share Transfer or investor's complaint were pending as on 31.03.2023.

5. COMPLIANCE OFFICER

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

6.

S. No.	AGM PARTICULARS	DATE	VENUE	TIME
1	29 TH AGM in respect of year 2020-21	30 th Dec. 2021	A-206, SOMDATT CHAMBERS-I, 5, BHIKAJI CAMA PLACE, NEW DELHI-110066	02:00 P.M.
2	30 TH AGM in respect of year 2021-22	29 th Sept. 2022	A-206, SOMDATT CHAMBERS-I, 5, BHIKAJICAMAPLACE, NEW DELHI-110066	02:00 P.M.
3	31 TH AGM in respect of year 2022-23	22 th Sept. 2023	A-206, SOMDATT CHAMBERS-I, 5, BHIKAJICAMAPLACE, NEW DELHI-110066	02:00 P.M.

7. OTHER DISCLOSURES

- (A) There are no materially significant related party transactions of the Company with key managerial personnel which have potential conflict with the interest of the Company at large.
- (B) Details of Non-Compliance by the Company or penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1stApril, 2022 to 31st March, 2023: The Company was compulsorily delisted by BSE, pursuant to which promoters came up with Exit Offer for public shareholders.
- (C) Mr. Yogesh Kalra, CFO, has resigned w.e.f. 31.03.2022 as there was no obligation upon the Company to appoint CFO after delisting of its equity shares.

8. MEANS OF COMMUNICATION

- (A) After being delisted, no more publication in news papers is needed.
- (B) Annual Report is being sent to Shareholders by email as per post Covid 19 related circular issued by the MCA. Where email is not available Company's website is regularly updated with financial results.
- (C) Management's Discussion & Analysis form part of the Annual Report



9. GENERAL SHAREHOLDERS INFORMATION

(A) Annual General Meeting

Date & Time : 22nd September, 2023, 02:00 P.M.
 Venue : This year AGM to be held through VC and /or OAVM and the registered office of the Company shall be deemed the venue of the AGM.

(B) Book Closure Date : Saturday, 16.09.2023 to Friday, 22.09.2023 (Both days inclusive)

(C) Dividend Payment : Nil

(D) Presently, Shares of the Company are not listed on any Stock Exchange.

10. DEMATERIALISATION OF SHARES : The equity shares of the company fall under the category of Compulsory Delivery in demat form for all investors w.e.f 01.01.2003. More than 88.483% of the Equity Share Capital of the company has been dematerialized as on 31.03.2023.

11. PLANT LOCATION:

M/S VOGUE TEXTILES LIMITED
 40th K.M. STONE G.T. ROAD, DISTT. ..SONEPAT, BAHALGARH
 (HARYANA)

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

VOGUE TEXTILES LIMITED

A-206, Somdatt Chambers-I, 5, Bhikaji Cama Place
 New Delhi-110066. Ph-011-26170298, 26101915
 E-Mail: info@voguetextiles.com
 Web : www.voguetextiles.com
 CIN : U18101DL1992PLC049370

OR ALANKIT ASSIGNMENTS LIMITED

205 – 208 Anarkali Complex, Jhandewalan Ext.,
 New Delhi-110055
 Ph.No. 23541234, 42541234, 42541955
 Email: info@alankit.com, Web: www.alankit.com
 CIN: U74210DL1991PLC042569

Place: New Delhi

Date : 29th August, 2023

Sd/-
 Sunil Dutt
 Chairman



MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

In the year under review, the outlook for the industry as a whole remained grim and most manufacturing units faced a tough time as the year progressed. declining domestic growth numbers coupled with already weak overseas markets affected the industry quite adversely.

FINANCIAL PERFORMANCE

Plans laid out for bringing company to the path of recovery could not fructify during the year due to continue Covid-19 disturbances and uncertainties. Your company could manage a turnover of Rs. 132.42 Lac only during the current year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

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

OPPORTUNITIES/THREATS/RISK/CONCERNS

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

OUTLOOK

As the business of your Company depends on growth in overseas markets, Company has to keep putting efforts to expand product & country profile which is a gradual process. This current year also seems gloomy due to Russia and Ukraine war.

AUDITOR'S REPORT

TO THE MEMBERS OF VOGUE TEXTILES LIMITED

We have audited the accompanying standalone financial statements of Vogue Textiles Limited ('the Company'), which comprise the balance sheet as at 31 March 2023, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

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

Auditor Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023 and its profit and its cash flows for the year ended on that date.

AUDITOR'S REPORT

TO THE MEMBERS OF VOGUE TEXTILES LIMITED

We have audited the accompanying standalone financial statements of Vogue Textiles Limited ('the Company'), which comprise the balance sheet as at 31 March 2021, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of

significant accounting policies and other explanatory information.

NITIN KAPOOR & ASSOCIATES

CHARTERED ACCOUNTANTS

Management Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of

1. As required by Section 143(3) of the Act, we report that:

(a) We have audited in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Our responsibility also includes maintenance of adequate accounting records in accordance

(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 irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable

(c) and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) **Auditor Responsibility**

on the basis of the written representations received from the directors as on 31 March 2023

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

as a director in terms of Section 164 (2) of the Act;

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to

(f) be included in the audit report under the provisions of the Act and the Rules made there under. **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"; and**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those

(f) Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. in our opinion and to the best of our information and according to the explanations given to us.

An audit involves performing procedures to obtain audit evidence to be accurate and disclose financial statements.

ii. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material

misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers

foreseeable losses, if any, on long-term contracts including derivative contracts.

control relevant to the Company's preparation of the financial statements that give a true and fair view in order

to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of

the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as

evaluating the overall presentation of the financial statements.

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

standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial

statements give the information required by the Act in the manner so required and give a true and fair view in conformity with

the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021 and its profit

and its cash flows for the year ended on that date.

Place: New Delhi, Date: 22ND AUGUST, 2023

(For NITIN KAPOOR)

Prop. Membership No. : 098099

UDIN : 23098699BHABJL4288

79, SUKHDEV NAGAR, PANIPAT (HARYANA)-132103

MOBILE: 98130-74074, 96714-11000

ANNEXURE TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Vogue Textiles Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Audit Trail

The Company, in respect of financial years commencing on or after the 1st April, 2022, has used such accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For NITIN KAPOOR & ASSOCIATES
Chartered Accountants
(FRN No.021107N)

Sd/-
(FCA NITIN KAPOOR)
Prop.
Membership. No. : 098699
UDIN:23098699BHABJL4288

Place: New Delhi
Date: 22ND AUGUST 2023

79, SUKHDEV NAGAR, PANIPAT (HARYANA)-132103
MOBILE: 98130-74074, 96714-11000



NITIN KAPOOR & ASSOCIATES
CHARTERED ACCOUNTANTS

AUDITOR'S CERTIFICATE

We have reviewed the implementation of Corporate Governance procedures by VOGUE TEXTILES LTD for the year ended 31st March, 2023.

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

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

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

For NITIN KAPOOR & ASSOCIATES
Chartered Accountants
(FRN No.021107N)

Place: New Delhi
Date: 22ND AUGUST, 2023

Sd/-
(FCA NITIN KAPOOR)
Prop.
Membership. No. : 098699
UDIN:23098699BHABJL4288

79, SUKHDEV NAGAR, PANIPAT (HARYANA)-132103
MOBILE: 98130-74074, 96714-11000



Vogue Textiles Limited
Balance Sheet as at 31st March, 2023

S. No.	Particulars	Schedule	Amount as at 31st March 2023		Amount as at 31st March 2022	
	<u>Equity & Liabilities</u>					
I	Shareholder's Fund					
	(1) Share Capital	A	59,009,700		59,009,700	
	(2) Reserves and Surplus	B	(39,919,155)	19,090,545	(40,121,069)	18,888,631
II	Share Application Money Pending for Allotment					
III	Non Current Liabilities					
	(1) Long Term Borrowings	C	58,192,614		61,889,418	
	(2) Deferred Tax Liabilities (Net)	D	8,315,461		7,995,474	
	(3) Long Term Provisions	E	1,100,928	67,609,003	1,100,928	70,985,819
IV	Current Liabilities	F				
	(1) Trade Payables		1,272,319		1,256,022	
	(2) Other Current Liabilities		1,213,925		1,064,975	
	(3) Short Term Provisions		2,737,882	5,224,126	5,054,113	7,375,110
	Total			91,923,673		97,249,560
	<u>Assets</u>					
I	Non Current Assets					
	(1) Fixed Assets					
	Tangible Assets	G	28,861,745		28,063,244	
	(2) Long Term Loans & Advances	H	865,420	29,727,165	865,420	28,928,664
II	Current Assets	I				
	(1) Inventories		6,701,004		13,636,268	
	(2) Trade Receivables		43,133,497		42,859,266	
	(3) Cash and Cash Equivalents		343,490		239,535	
	(4) Short Term Loans & Advances		11,998,495		11,562,481	
	(5) Other Current Assets		20,023	62,196,508	23,346	68,320,896
	Total			91,923,673		97,249,560
	Significant Accounting Policies and Notes to Accounts	J		0		0

As per our report of even date

For Vogue Textiles Limited

NITIN KAPOOR & ASSOCIATES
Firm Registration No. 021107N

Sunil Dutt **Anil Dutt** **Jaswant Kaur**
(Chairman) (Mg. Director) (Company Secretary)

Sd/-
NITIN KAPOOR
PROPRIETOR
Membership No.: 098699

UDIN: 23098699BHABJL4288
Date 22.08.2023
Place New Delhi



Vogue Textiles Limited
Profit & Loss A/c for the year ended on 31st March, 2023

S. No.	Particulars	Schedule	Amount for the Year ended on 31/03/2023	Amount for the Year ended on 31/03/2022
I	Revenue From Operations			
	Revenue From Operations	K	10,995,592	2,769,720
	Other Income	L	2,245,839	6,372,006
	Total Revenue		13,241,431	9,141,726
II	Expenses			
	Cost of Material Consumed	M	2,788,649	388,609
	Changes in Inventories of Finished Goods, Work in Progress and Stock In Trade	N	3,849,605	985,160
	Employee Benefit Expenses	O	3,280,378	3,500,997
	Finance Cost	P	394,863	1,615,524
	Depreciation and Amortisation Expense	Q	641,499	478,111
	Other Expense	R	1,764,536	1,899,141
	Total Expense		12,719,530	8,867,542
III	Profit Before Exceptional and Extraordinary Items and Tax (I-II)		521,901	274,184
IV	(-) Exceptional Items		-	-
V	Profit Before Extraordinary Items and Tax (III-IV)		521,901	274,184
VI	(-) Extraordinary Items		-	-
VII	Profit Before Tax (V-VI)		521,901	274,184
VIII	Tax Expense			
	(I) Current Tax		-	-
	(II) Earlier Year Tax		-	-
	(III) Deferred Tax		319,987	317,697
IX	Profit (Loss) For the Period (VII-VIII)		201,914	(43,513)
X	Earning Per Equity Shares			
	(I) Basic		-	-
	(II) Diluted		-	-

Significant Accounting Policies and Notes to Accounts

J

As per our report of even date

For Vogue Textiles Limited

NITIN KAPOOR & ASSOCIATES
Firm Registration No. 021107N

Sunil Dutt
(Chairman)

Anil Dutt
(Mg. Director)

Jaswant Kaur
(Company Secretary)

NITIN KAPOOR
PROPRIETOR
Membership No.: 098699

UDIN: 23098699BHABJL4288
Date 22.08.2023
Place New Delhi



Cash Flow Statement for the year ended March 31, 2023

	Amount "In Lacs"	
	For the Year 2022-23	For the Year 2021-22
A Cash flow from operating activities		
Profit Before tax (excluding extraordinary and exceptional items)	5.22	2.74
Adjustments for:		
Depreciation, amortisation and obsolescence	6.41	4.78
Interest Expense	<u>3.95</u>	<u>16.16</u>
Operating activities before working capital changes	15.58	23.68
Adjustment for:		
(Increase)/Decrease in trade and other receivables	(10.24)	25.85
(Increase)/Decrease in Inventories	69.35	14.13
Increase/(Decrease) in trade payables and Customer Advances	<u>(21.51)</u>	<u>(32.31)</u>
Cash (used in)/ generated from operations	53.19	31.35
Direct Taxes Refund/(Paid) - net	3.17	0.95
Net Cash (Used in)/ from operating activities	<u>56.36</u>	<u>32.30</u>
B Cash flow from investing activities		
Purchase of Fixed Assets	(14.40)	(25.08)
Proceeds from Sale of Fixed Assets	-	-
Interest Received/Profit on sale of Fixed assets	-	-
Refund of Security Deposit	-	-
Cash (Used in)/from investing activities	<u>(14.40)</u>	<u>(25.08)</u>
C Cash flow from financing activities		
Proceeds from Short term borrowings	-	-
Re-payment of Long term borrowings	(36.98)	4.66
Interest Paid	(3.95)	(16.16)
Cash (Used in)/from Financing activities	<u>(40.93)</u>	<u>(11.49)</u>
Net (decrease) /Increase in cash and cash equivalents (A+B+C)	1.03	(4.27)
Cash and Cash equivalent at the beginning of the Year	2.40	6.67
Cash and Cash equivalent at the end of the Year	<u>3.43</u>	<u>2.40</u>

Place : New Delhi
Dated : 22.08.2023

For and on behalf of the Board

Sunil Dutt
(Chairman)

Auditor's Report

We have verified the attached cash flow statement of Vogue Textiles Limited, derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March, 2023 and found them in agreement therewith.

As per our report of even date

For **Vogue Textiles Limited**

NITIN KAPOOR & ASSOCIATES
Firm Registration No. 021107N

Sunil Dutt (Chairman) **Anil Dutt** (Mg. Director) **Jaswant Kaur** (Company Secretary)

NITIN KAPOOR
PROPRIETOR

Membership No. : 098699
UDIN: 23098699BHABJL4288
Date : 22.08.2023
Place : New Delhi



Vogue Textiles Limited
Schedules Forming Part of Balance Sheet
As At 31st March, 2023

		As at 31st March, 2023		As at 31st March, 2022
Schedule- A : Share Capital				
[A] Authorised Capital 10,000,000 (Previous Year 10,000,000) Equity Shares of Rs 10/- each		100,000,000		100,000,000
[B] Issued, Subscribed and Paid Up Capital 59,00,970 (Previous Year 59,00,970) Equity Shares of Rs 10/- each		59,009,700		59,009,700
		59,009,700		59,009,700
[C] Reconciliation of the shares outstanding				
	Nos.	Value (Rs.)	Nos.	Value (Rs.)
Equity shares at the beginning of the year	5,900,970	59,009,700	5,900,970	59,009,700
Movement During the Year	-	-	-	-
Equity shares at the end of the year	5,900,970	59,009,700	5,900,970	59,009,700
[D] Shareholder holding Equity Share more than 5%				
Name of Shareholder	No. of Shares	% of Holding	No. of Shares	% of Holding
Anil Dutt	1,584,537	26.85	1,584,537	26.85
Sunil Dutt	2,337,058	39.60	2,337,058	39.60
Schedule B : Reserves & Surplus				
Profit & Loss A/c				
At the Beginning of the Accounting Period		(40,121,069)		(40,077,556)
Addition During the Year		201,914		(43,513)
Adjusted with Retained Earning		-		-
At the end of the Accounting Period		(39,919,155)		(40,121,069)
Schedule C : Long Term Borrowings				
Secured Loans Borrowings:				
Loans From Banks	-		-	
Loans From Others	1,620,898		4,094,287	
Unsecured Loans Borrowings:				
Loans From Directors and Shareholders	47,221,716		48,445,131	
Loans From Others	9,350,000	58,192,614	9,350,000	61,889,418
		58,192,614		61,889,418
Schedule D: Deferred Tax Liabilities (NET)				
At the Beginning of the Year		7,995,474		7,677,777
Add: Provisions for the Year		319,987		317,697
		8,315,461		7,995,474
Schedule E: Long Term Provisions				
Provision for Income Tax		1,100,928		1,100,928
		1,100,928		1,100,928



		As at 31st March, 2023		As at 31st March, 2022
Schedule F: Current Liabilities:				
Trade Payables				
Sundry Creditors	1,272,319		1,256,022	
Advance From Parties - Interest Free	-	1,272,319	-	1,256,022
Other Current Liabilities:				
TDS Payable	3,925		14,975	
GST Payable	-		-	
Security	1,210,000		1,050,000	
Current Year's Taxes Payable (Net of Advance Tax)	-	1,213,925	-	1,064,975
Short - Term Provisions:				
Provisions For Employee Benefit	1,176,320		3,124,982	
Others	1,561,562	2,737,882	1,929,131	5,054,113
		5,224,126		7,375,110
Schedule H: Long Term Loans and Advances				
Security Deposit (Unsecured Considered Good unless Otherwise Stated)		865,420		865,420
		865,420		865,420
Schedule I: Current Assets				
Inventories				
Raw Materials	1,586,995		4,375,644	
Work In Process	1,816,203		2,628,644	
Finished Goods	2,548,666		5,585,830	
Packing Material	441,220		650,038	
Stores; Spares & Loose Tools	307,920	6,701,004	396,112	13,636,268
Trade Receivables:				
Debts Outstanding for a Period Exceeding Six Months From the Date They Are Due	43,133,497		42,859,266	
Other Debts	-	43,133,497	-	42,859,266
Cash & Cash Equivalents:				
Balance With Banks:				
<u>In Fixed Deposits</u>				
Held as Margin Money Against Borrowings, and Other Commitments	11,465		11,465	
	11,465		11,465	
<u>In Current Accounts</u>				
	76,966		146,859	
Cash in Hand	255,058	343,490	81,211	239,535
Short Term Loans & Advances:				
Advances Recoverable in Cash or In Kind For the Value to be Received:				
(1) Advance to Parties & Staff	1,743,103		1,449,972	
(2) Receivable from Revenue Authorities	10,255,392		10,112,509	
(3) Current Year's Taxes Recoverable (Net of Liability)	-	11,998,495	-	11,562,481
Other Current Assets:				
Prepaid Expenses		20,023		23,346
		62,196,508		68,320,896



Vogue Textiles Limited Schedules Forming Part of Profit & Loss A/c For the Year Ended on 31st March, 2023				
		Year Ended 31st March, 2023		Year Ended 31st March, 2022
Schedule K: Revenue From Operations				
Sale of Products:				
Domestic Sales	10,995,592		2,769,720	
Export Sales	-		-	
Other Operating Revenues		10,995,592		2,769,720
Less: Excise Duty		-		-
Net Revenue From Operations		10,995,592		2,769,720
Schedule L: Other Income				
DBK		-		-
Net Gain/Loss on Sale of Spare Parts & Vehicle		-		-
Applicable Net Gain/Loss on Foreign Currency Transaction and Translation		-		-
Other Non Operating Income		2,245,839		6,372,006
		2,245,839		6,372,006
Schedule M: Cost of Material Consumed				
Purchase of Raw Material and Packing Materials		-		-
Add: Opening Balance of Stock		4,375,644		4,764,253
		4,375,644		4,764,253
Less: Closing Balance of Stock		1,586,995		4,375,644
Consumption of Raw Materials		2,788,649		388,609
Schedule N: Changes In Inventories				
<u>Finished Goods:</u>				
At the Beginning of the Accounting Period	5,585,830		6,356,093	
At the End of the Accounting Period	2,548,666	3,037,164	5,585,830	770,263
<u>Work In Progress:</u>				
At the Beginning of the Accounting Period	2,628,644		2,843,541	
At the End of the Accounting Period	1,816,203	812,441	2,628,644	214,897
		3,849,605		985,160



		Year Ended 31st March, 2023		Year Ended 31st March, 2022
Schedule O: Employee Benefit Expense				
<u>Salary & Wages:</u>				
Factory Salary and Wages	828,836		1,192,356	
Office Staff Salary	2,037,722		1,768,211	
Marketing Staff Salary	-		-	
Director's Remuneration	-	2,866,558	-	2,960,567
<u>Contribution to Provident Fund and Other Funds:</u>				
Contribution to Provident Fund	95,857		92,168	
Contribution to ESIC	45,159		59,742	
Contribution to Other Funds	109,940		62,848	
		250,956		214,758
<u>Other Expenses</u>				
Workers and Staff Welfare	68,782		92,440	
Bonus	92,630		105,551	
Leave with Wages	1,452	162,864	127,681	325,672
		3,280,378		3,500,997
Schedule P: Financial Costs				
<u>Interest Expense</u>				
Interest to Bank on Vehicle Loan	136,028		39,906	
Interest of TDS and Other Taxes	258,835	394,863	1,575,618	1,615,524
Applicable Net Gain/Loss on Foreign Currency Transaction and Translation		-		-
		394,863		1,615,524
Schedule Q: Depreciation and Amortisation Expense				
Depreciation		641,499		478,111
		641,499		478,111



		Year Ended 31st March, 2023		Year Ended 31st March, 2022
Schedule R: Other Expenses				
<u>Manufacturing Expense:</u>				
Consumption of Stores and Spare Parts:				
Opening Stock	396,112		413,602	
Add: Purchases	-		-	
Less: Closing Stock	307,920	88,192	396,112	17,490
Clearing & Forwarding Expense		-		-
Freight Inward		-		-
Packing Material Expense		208,818		22,122
Power & Fuel		503,261		651,749
Processing Charges		-		-
Other Consumables		-		-
		800,271		691,361
<u>Administrative Expense:</u>				
AGM Expense		33,000		97,097
Bank Charges		12,900		61,786
Conveyance		54,106		77,425
Subscription/Membership Fees		72,960		73,205
Electricity Expense		171,317		120,320
Fees & Taxes		50,000		47,583
Insurance		75,935		53,309
Legal & Professional Expenses		97,850		191,350
Payments to the Auditors:				
Audit Fees		22,000		22,000
Postage & Courier Expense		2,461		1,204
Printing & Stationery		49,518		34,985
Repair & Maintenance		170,768		268,010
Misc. Expenses		4,104		33,617
Telephone Expense		28,890		26,781
Vehicle Running Maintenance		49,345		68,488
Festival Expenses		56,232		18,300
		951,386		1,195,460
<u>Selling & Distribution Expense</u>				
Advertisement Expense		12,880		12,320
Export Promotion Expense		-		-
Freight & Cartage (Outward)		-		-
		12,880		12,320
Grand Total		1,764,536		1,899,141



Schedule - G. Fixed Assets Tangible Assets														
Particulars	Rate	Gross Block				Depreciation				Written Down value				
		As at April 1, 2022	Additions During the year	Sale / Adj. during the year	Deletion	As at March 31, 2023	As at April 1, 2022	Depreciation During the Year	Adjusted with Retained Earning	Adjustment	For the year	Upto March 31, 2023	WDV as on March 31, 2023	WDV as on March 31, 2022
Land & Site Development	0.00%	2,713,783	-	-	-	2,713,783	-	-	-	-	-	-	2,713,783	2,713,783
Plant & Machinery	4.75%	56,593,012	-	-	-	56,593,012	56,593,012	-	-	-	-	56,593,012	0	-
Building - Office	1.63%	32,675,226	-	-	-	32,675,226	12,239,579	311,824	-	-	311,824	12,611,403	20,063,823	20,375,647
Electric Installation	4.75%	3,846,428	-	-	-	3,846,428	3,657,681	3,514	-	-	3,514	3,661,195	185,233	188,747
Furniture & Fixtures	6.33%	2,129,985	-	-	-	2,129,985	2,129,985	-	-	-	-	2,129,985	-	-
Vehicles	9.50%	14,806,322	1,440,000	-	-	16,246,322	10,139,455	326,009	-	-	326,009	10,465,464	5,780,858	4,666,867
Computers	16.21%	5,705,880	-	-	-	5,705,880	5,696,386	-	-	-	-	5,696,386	9,494	9,494
Airconditioners & Fans	4.75%	2,381,382	-	-	-	2,381,382	2,303,477	152	-	-	152	2,303,629	77,753	77,905
Office Equipments & Others	4.75%	2,326,458	-	-	-	2,326,458	2,295,658	-	-	-	-	2,295,658	30,800	30,800
Total		123,178,476	1,440,000	-	-	124,618,476	95,115,232	641,499	-	-	641,499	95,756,731	28,861,745	28,063,244
Previous Year Figures		120,700,680	2,507,796	-	30,000	123,178,476	94,637,121	478,111	-	-	478,111	95,115,232	28,063,244	26,032,760

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SCHEDULE J:

Significant Accounting Policies & Notes forming Part of Accounts for the year ended 31st March 2023:

A. Significant accounting policies

1. Accounting Convention:

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

2. Inventories:

Inventories are valued as under:-

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

3. Fixed assets:

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

4. Depreciation:

Depreciation on fixed and intangible assets is provided on Straight Line method, at the rates prescribed in Schedule II to The Companies Act, 2013 as applicable to single shift units or the life of the assets, whichever is higher. Proportionate depreciation is charged for additions/deletions during the year.

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

5. Foreign Exchange Transactions:

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

6. Segment Reporting:

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

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

7. Provision for Current and Deferred Tax:

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

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

8. Due to Small Scale Industry:

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

9. Lease:

The Company has given some unutilized portions of premises on lease for generating additional revenue.

10. Prior Period Items:

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

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

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

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

B. Notes to the accounts

1. Capital Commitments:

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

2. Employee Retirement Benefits:

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

3. Foreign Exchange Transaction:

	Current Year (Rs.)	Previous Year (Rs.)
Earning in Foreign Currency FOB value of Exports (in Rs.)	NIL	NIL
Expenditure in Foreign Currency Travelling (in Rs.)	-	NIL
Others (in Rs.) Rental for Exhibition abroad and Commission	NIL	NIL

4. Auditor's Remuneration:

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

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	22,000.00	22,000.00
Out of Pocket expenses	NIL	NIL

5. Managerial Remuneration:

Provision and/or payment in respect of Managerial Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Salary	180000	264000
Perquisites	NIL	NIL

6. Provision for deferred Tax:

In Accordance with Accounting Standard (AS-22) "Accounting for Taxes on Income", the company has recognized in the Profit & Loss Account the deferred tax asset /liability for the year ended March 31, 2023 as under:

Particulars	Opening as on 01.04.2022	For the Year F.Y. 2022-23	Closing as on 31.03.2023
Difference due to Depreciation as per Books of accounts & Income Tax Act	23,994,801.89	353,472.63	24,348,274.52
Unabsorbed Depreciation & Losses	(13,954,232.00)	-	(13,954,232.00)
Other Disallowance	(20,450,95.40)	(33,485.81)	(2,078,581.21)
Total	79,954,74.49	3,19,986.82	8,315,461.30

7. Related Party Disclosures:

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

Particulars	Relation with the Company	Current Year (Rs.)	Previous Year (Rs.)
Anil Dutt	Key Management Personnel		
Loan Taken		7,359,585	1,18,50,531
Repayment of Loan		8,583,000	63,47,000
Closing Balance of Loan		46,221,716	4,74,45,131



Particulars	Relation with the Company	Current Year (Rs.)	Previous Year(Rs.)
Sunil Dutt	Key Management Personnel		
Loan Taken		NIL	NIL
Repayment of Loan		NIL	NIL
Closing Balance of Loan		10,00,000	10,00,000

8. Earnings Per Share:

Particulars	Current Year(Rs.)	Previous Year(Rs.)
Net Profit available for Equity Shareholders used as numerator		
For calculation	201,914	(43,513)
Weighted Average for number of Equity Shares used as denominator.	5,900,970	5,900,970
Basic and Diluted earning per share of Rs.10 each	(0.00)	(0.00)
Before extra-ordinary items		
After extra-ordinary items	(0.00)	(0.00)

9. Additional Information:

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

Item	Annual Capacity Licensed		Installed		Production	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Furnishing Fabric (in Mtrs.)	N.A.	N.A.	NA	NA	NIL	NIL
Madeups (in pcs)	N.A.	N.A.	N.A.	N.A.	NIL	NIL

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

Item	Unit	Current Year		Previous Year	
		Qty	Rs.	Qty	Rs.
a) Opening Stock					
Furnishing Fabrics	Mtrs.	14,722	1,694,542	17,505	2,014,791
Other - Fabrics	Mtrs.	20,466	1,631,732	23,424	1,831,732
Yarn	Kgs.	12,532	2,743,912	16,743	2,932,521
Made ups	Pcs.	71,465	3,891,288	125,168	4,341,502
b) Purchases					
Other-Fabric	Mtrs.	-	-	-	-
Yarn	Kgs.	-	-	-	-
c) Sales					
Furnishing Fabric	Mtrs.	133,736	8,740,811	27,616	1,719,506
Made-ups	Pcs.	55,626	2,254,781	53,703	1,050,214
* includes free samples					
d) Consumption					
Furnishing & Other Fabric	Mtrs.	66,906	5,617,536	12,850	1,185,160
Yarn	Kgs.	7,569	1,020,718	4,211	188,609
e) Closing Stock					
Furnishing Fabrics	Mtrs.	5,696	655,623	14,722	1,694,542
Other – Fabrics	Mtrs.	8,017	626,902	20,866	1,631,732
Yarn	Kgs.	4,963	1,723,194	12,532	2,743,912
Made ups	Pcs.	15,839	1,636,507	71,465	3,891,288

10. The Consumption of Raw Material and consumable stores are the balancing figure of Opening Stock plus Purchase (less returns ,if any)

Less sales and Closing Stock as per physical verification by the Management at the end of the year.

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

As per our report attached to the Balance Sheet.

For Nitin Kapoor & Associates
Chartered Accountants
Firm Regd.No.: 021107N
Sd/-

(Nitin Kapoor)
Proprietor

UDIN:23098699BHABJL4288

Sd/-

Sunil Dutt
(Chairman)

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

Sd/-

Anil Dutt
(Mg.. Director)

Sd/-

Jaswant Kaur
(Company Secretary)

Place: New Delhi,
Date : 22.08.2023

