



# DEEPJYOTI TEXTILES LIMITED

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*FINANCIAL YEAR 2016-17*

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**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Deepjyoti Textiles Limited will be held on 30<sup>th</sup> September 2017 at 10.00 am the registered office of the Company at "CHEZNOUS "FLAT NO 1 GULMOHAR CROSS ROAD NO 7,J.V.P.D SCHEME MUMBAI 400 049 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gopallal Shivratn Mundra (DIN: 01816286), who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Statutory Auditors**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the Company hereby accorded to appoint M/s. R.K.MALPANI & CO., Chartered Accountants (FRN - 124198W), as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the financial year 2021-22 subject to ratification of the appointment at every Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration for the said period."

**SPECIAL BUSINESS:**

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Prabhakar Diwate (DIN: holding 07850163) Director of the Company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years up to 31st March, 2022."

**ANNEXURES TO THE NOTICE:****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS****Item No. 4**

Mr. Sunil Prabhakar Diwate (DIN:07850163 ) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 16<sup>th</sup> June , 2017.

Mr. Sunil Prabhakar Diwate is an experienced professional in commercial and Management matters.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Prabhakar Diwate being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a tenure of five consecutive years upto 31st March 2022. A notice has been received from a member proposing Mr. Sunil Prabhakar Diwate as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sunil Prabhakar Diwate fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sunil Prabhakar Diwate as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Sunil Prabhakar Diwate, being an appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 4. This Explanatory Statement may also be regarded as a disclosure under Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**Registered Office:**

"CHEZNOUS  
"FLAT NO 1 GULMOHAR CROSS  
ROAD NO 7,J.V.P.D SCHEME  
MUMBAI 400 049  
Date: 4<sup>th</sup> September, 2017

By Order of the Board

Sanjay Gopallal Mundra  
**Whole time Director**

**NOTES:**

- a) **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member. Proxies in order to be effective must be received at the Registered Office not less than 48 hours before the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- b) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2017 to 30th September, 2017 (both days inclusive).
- c) Intimation of any change of address should be given to the Registrar and Transfer Agent/ Company immediately.
- d) Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Listing Agreement, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice.
- e) Copy of the Annual Report for the financial year 2016-17 along with the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members
- f) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- g) Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website [www.djtextiles.co.in](http://www.djtextiles.co.in). The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours on all working day.
- h) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- i) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at the meeting.

j) **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration)

Rules, 2014 as mentioned from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations,

2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the E-Voting services provided by Central Depository Services (India) Limited (CDSL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his /her discretion following the procedure below.

The instructions for e-voting are as under:

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

- (i) The voting period begins on 27.09.2017 at 9.00 am . and ends on 29.09.2017 at 5.00p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

K) Kamal Kumar Sangneria (Membership No. FCS 2643), Practicing Company Secretary and proprietor of K K Sangneria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

L) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

M) **Particulars relating to Directors seeking appointment /re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

Mr. Sunil Prabhakar Diwate (DIN 07850163 ) is a senior Professional having wide experience in Management and Administration. He was appointed as a Additional Director of the Company on 16.06.2017. He also does not hold, either directly or indirectly, any Equity Shares of the Company.

l) The Ministry of Corporate Affairs(MCA), Government of India has introduced a ‘Green Initiative in Corporate Governance’, by allowing paperless compliances by the Companies for service of documents to their members through electronic modes, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

m) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING

By order of the Board

Place: Mumbai  
4<sup>TH</sup> September , 2017

Sanjay Gopallal Mundra  
Whole time Director  
DIN:01205282

**DEEPJYOTI TEXTILES LIMITED**

CIN : L27200MH1994PLC083950

Registered Office : "CHZENOUS" FLAT NO 1 GULMOHAR CROSS ROAD NO 7 J.V.P.D. SCHEME MUMBAI 400 049

Telephone : +91(022)65652488, Email : [mundra.sanjay@rediffmail.com](mailto:mundra.sanjay@rediffmail.com)

**ELECTRONIC VOTING PARTICULARS**

EVENT (Electronic Voting Event Number)	User ID	Password

**Note:** Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall.

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company, held on **Saturday , September 30, 2017** at 10.00 A.M. at the registered office of the Company at

<b>Folio No/DP ID &amp; Client ID :</b>	
<b>Share Holding :</b>	
<b>Serial No :</b>	
<b>Name :</b>	
<b>Name(s) of Joint Holder(s), if any :</b>	
<b>Address :</b>	

.....  
Proxy's Name in Block Letters

.....  
Member's/Proxy's Signature

**Note:** Please bring the Attendance Slip signed to the meeting and hand it over at the Entrance of the Meeting Hall.

**DEEPJYOTI TEXTILES LIMITED PROXY FORM -MGT-11**

CIN : L27200MH1994PLC083950

Registered Office : "CHZENOUS" FLAT NO 1 GULMOHAR CROSS ROAD NO 7 J.V.P.D. SCHEME MUMBAI 400 049

Telephone : +91(022)65652488, Email : [mundra.sanjay@rediffmail.com](mailto:mundra.sanjay@rediffmail.com)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....  
Registered Address : .....  
E-mail ID : .....  
Folio No/DP ID & Client ID : .....

I/We, being the Member(s) of Indoworth Holdings Limited, holding..... Equity Shares of the above named Company, hereby appoint :

- Name : ..... Address.....  
E-mail ID : ..... Signature : ..... or failing him/her;
- Name : .....  
..... Address.....  
E-mail ID : ..... Signature : ..... or failing him/her;
- Name : ..... Address.....  
E-mail ID : ..... Signature : ..... or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>RD</sup> Annual General Meeting of the Company, to be held on Saturday , **September 30, 2017** at 10.00 A.M. at the registered office of the Company at "**CHZENOUS" FLAT NO 1 GULMOHAR CROSS ROAD NO 7 J.V.P.D. SCHEME MUMBAI 400 049** at any adjournment thereof in respect of following resolutions:

S. No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements of the Company for Financial Year ended 31 <sup>st</sup> March 2017. Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Gopallal Shivratn Mundra (DIN: O1816286), who retires by rotation.
3.	Appointment of <b>Statutory</b> Auditors.
<b>Special Business</b>	
1.	To appointment of Mr. Sunil Prabhakar Diwate (DIN:07850103 )

Signed this .....day of .....2017

Signature of Shareholder(s).....Signature of Proxyholder(s).....

Affix  
Revenue  
Stamp

- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Annual General Meeting of the Company.
  - A proxy need not be a member of the Company.

**DEEPJYOTI TEXTILES LIMITED**

CIN : L27200MH1994PLC083950

Regd. Office: "CHEZNOUS", FLAT NO. 1 GULMOHAR CROSS ROAD NO 7, J.V.P.D SCHEME, MUMBAI 400 049

PHONE NO +91 022 65652488

Email : mundra.sanjay@rediffmail.com

Website: www.djtextiles.co.in

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**Notice of the 23<sup>rd</sup> Annual General Meeting, E-voting Information and Book Closure**

The 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of Deepjyoti Textiles Limited will be held at the registered office of the Company at CHEZNOUS", FLAT NO 1, GULMOHAR CROSS ROAD NO 7, J.V.P.D SCHEME, MUMBAI 400 049, on Saturday, 30<sup>th</sup> September, 2017 at 10.00 A.M.

The Company has duly completed dispatch of Annual Report for the Financial year 2016-17 together with the Notice of 23<sup>rd</sup> AGM scheduled to be held on 30<sup>th</sup> September, 2017 to the Members at their registered addresses on 4<sup>th</sup> September, 2017.

The Company is pleased to provide its members, facility of remote e-voting to enable them to cast their votes electronically in respect of all businesses set out in the Notice of the 23<sup>rd</sup> AGM through Central Depository Services (India) Ltd (CDSL). Members of the Company holding shares either in physical form or dematerialized form as on the cut-off date, 23<sup>rd</sup> September, 2017 may cast their vote electronically as well as voting at the AGM through Ballot. The remote e-voting period commences on Wednesday 27<sup>th</sup> September, 2017 at 9.00 A.M. and ends on Friday, 29<sup>th</sup> September, 2017 at 5.00 P.M. as the electronic voting module shall be disabled for voting thereafter. The Company will also make available the facility for voting through ballot at the venue of AGM which will be applicable for voting by Shareholders attending the meeting who have not already cast their vote by remote e-voting.

**Any person who becomes a Member after the dispatch of the Notice of the 23<sup>rd</sup> AGM and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2017 may obtain the user id and password by sending a request to the Registrar and Transfer Agent of the Company at [mdplc@yahoo.com](mailto:mdplc@yahoo.com). Members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again at the AGM.**

Notice of the 23<sup>rd</sup> AGM is available on the website of the Company at [www.djtextiles.co.in](http://www.djtextiles.co.in) and on the CDSL website at [www.evotingindia.com](http://www.evotingindia.com). In case of any query or issue regarding voting by electronic means, members may contact Mr. S. Rajgopal, Maheshwari Datamatics (P) Limited, Kolkata - 700 001 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or at 033 2248 2248 and also refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evotingindia.com> or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Under Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Share Transfer Books and Register of Members for Equity Shareholders of the Company will remain closed from 24<sup>th</sup> September, 2017 to 30<sup>th</sup> September, 2017 (both days inclusive) for the purpose of holding Annual General Meeting which will be held on 30.09.2017

For Deepjyoti Textiles **Limited**

Sd/-

Sanjay Gopallal Mundra  
**Wholetime Director**

Place : Mumbai

Date : 4<sup>th</sup> September, 2017

**DIRECTORS' REPORT****TO THE MEMBERS**

Your Directors have pleasure in presenting their 23<sup>RD</sup> Annual Report on the business and operations of your Company for the year ended 31<sup>st</sup> March, 2017.

**HIGHLIGHTS OF FINANCIAL PERFORMANCE**

<b>Particulars</b>	<b>(In Rupees)</b>	
	<b>Year ended 31<sup>st</sup> March 2017</b>	<b>Year ended 31<sup>st</sup> March 2016</b>
Turnover	313,092,895	407,146,711
Profit/(Loss) before Interest, Depreciation & Taxation (PBIDT)	5,730,709	7,261,240
Interest	3,392	2,903
Profit/(Loss) before Depreciation & Taxation (PBDT)	5,727,317	7,258,337
Depreciation	219,778	374,740
<b>Profit/(Loss) Before Tax and Extraordinary items (PBTE)</b>	<b>5,507,539</b>	<b>6,883,597</b>
Extraordinary items		
<b>Profit/(Loss) Before Tax (PBT)</b>	<b>5,507,539</b>	<b>6,883,597</b>
Provision for Taxation / (Deferred Tax)	1,793,382	2,161,590
<b>Profit/(Loss) After Tax (PAT) (A)</b>	<b>3,714,157</b>	<b>4,722,007</b>
Balance brought forward from previous year	50,673,475	45,951,468
Less: Adjustments due to change in depreciation method		
<b>Balance after adjustment (B)</b>	<b>54,387,633</b>	<b>50,673,475</b>
<b>Profit available for appropriation (A+B)</b>	<b>54,387,633</b>	<b>50,673,475</b>
Proposed Dividend		
<b>Profit carried to Balance Sheet</b>	<b>54,387,633</b>	<b>50,673,475</b>

**SUMMARY OF FINANCIAL HIGHLIGHTS:**

Income for the year decreased by 1.99% to Rs. 5,507,539 as compared to Rs. 6,883,597 in 2015 - 2016;

Profit before tax for the year was Rs.5,507,539 as compared to Rs.6,883,597 in 2015 - 2016;

Profit after tax for the year was Rs. 3,714,157 as compared to Rs.4,722,007 in 2015 – 2016.

**STATE OF COMPANY'S AFFAIRS**

The Company has made a profit after tax of Rs 3,714,157 as compared to Rs 4,722,007 in previous year.

**SHARE CAPITAL**

The Paid-up Equity Share Capital as on 31<sup>st</sup> March, 2017 remained at Rs.50,100,000. The Company has not, during the year, issued any shares with or without differential voting rights, granted stock options or issued sweat equity shares.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure A".

**MEETINGS OF THE BOARD**

**During the year under review, four Board Meetings were held on 30<sup>th</sup> May 2016,13<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 and 11<sup>th</sup> February, 2017.**

**During 2016-2017 the Audit Committee met on 30<sup>th</sup> May 2016,13<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 and 11<sup>th</sup> February, 2017**

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS**

Mr. Rajendra Bhagwandas Choudhary and (DIN:05144396), Mr. Anil Kabra (DIN: 03495701), continue to be Independent Directors of the Company, upon receipt of the Nomination and Remuneration Committee's assent based on their performance evaluation, and they have filed the requisite declarations with the Company as per Section 149(7) of the Act to the effect that they qualify as Independent Directors within the meaning of Section 149(6) of the Act.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and elected Chairman of the each meeting was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

- The Nomination and Remuneration Committee as specified u/s 178 of the Companies Act, 2013 was formed with a view to reviewing and making recommendations on annual salaries, performance, commissions, perquisite and other employment conditions of Executives and Officials. The Committee's also takes into consideration remuneration practices followed by leading Companies as well as information provided by reputed consultants while determining the overall remuneration package.
- During the year under review the Nomination and Remuneration Committee met once on 8<sup>th</sup> February, 2017.

The composition of the Nomination and Remuneration Committee is as follows:

Mr. Rajendra Bhagwandas Chodhary	Independent Director	Chairman
Mr. Gopallal Shivratan Mundra	Non-Executive & Non-Independent Director	Member
Mr. Anil Kabra	Independent Director	Member

**DIRECTORS' RESPONSE TO COMMENTS MADE IN THE AUDITOR'S REPORT AND IN THE REPORT OF THE SECRETARIAL AUDITOR**

There was no qualification, reservation, adverse remark or disclaimer in the Auditors' Report and in the Secretarial Audit Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans, guarantees or made any investments exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

**RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. All Related Party Transactions were placed before the Audit Committee, as also the Board, for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which were of a foreseen and repetitive nature. For details of contracts or arrangements with related parties referred under Section 188(1) of the Companies Act, 2013, refer to Note no.7 of Notes on Accounts.

**TRANSFER TO RESERVES**

Your Board has considered appropriate not to transfer any amount to the General Reserves of the Company.

**DIVIDEND**

Your Directors have decided not to recommend payment of dividend on equity shares of the Company for the year ended 31st March, 2017 in order to conserve funds for the future development and growth of the Company.

**OTHER INFORMATION**

**Conservation of Energy**

Your Company's activities being trading in nature, energy consumed is only in the nature of electrical consumption for use and maintenance of office appliances. However, the efforts of your Company are aimed at keeping the consumption levels to as low as practicable.

Your Company not being engaged in any manufacturing activity, disclosure in respect of total energy consumption and energy consumption per unit of production is not applicable.

**Technology Absorption**

Your Company not being engaged in any manufacturing activity, disclosure requirements for the same is not applicable.

**Foreign exchange earnings and outgo**

There are no Foreign exchange earnings and outgo.

**RISK MANAGEMENT POLICY**

Your Company has implemented an effective risk management policy aiming to reduce loss or injury arising out of various risk exposures, focusing on risk assessment, risk management and risk monitoring.

**ANNUAL EVALUATION OF BOARD, COMMITTEES AND DIRECTORS**

Your Board of Directors has adopted an annual evaluation process for evaluating its own performance and that of its Committees and Independent Directors.

The formal evaluation was performed by sending out assessment questionnaires to all the Directors for their responses, for evaluating the performance of the Board as a whole, the committees and the individual Directors (self evaluation) and also seeking one on one feedback from each individual Director.

**DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with provisions of the Articles of Association of the Company, Mr. Gopallal Shivratna Mundra, retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for reappointment.

**DEPOSITS**

The Company has not accepted any deposit from the public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

**ORDERS PASSED BY REGULATORS**

During the year under report, there were no significant and material orders passed by regulators or courts or tribunals, impacting the Company's going concern status and its future operations.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**



The Company has adequate internal control procedures commensurate with the size, scale and complexity of its operations.

Based on the reports of the respective heads of the departments/divisions undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The financial statements provide a true and fair view of the state of affairs of the Company and are compliant with the accounting standards notified in the Companies Act, 2013.

### **CORPORATE SOCIAL RESPONSIBILITY**

Your Company was outside the ambit of Section 135 of the Companies Act 2013 as regards Corporate Social Responsibility, in terms of its net worth, turnover and net profit during the financial year ended on 31<sup>st</sup> March, 2017.

### **AUDIT COMMITTEE**

The Audit Committee consists of three Non-executive Independent Directors, possessing the requisite experience and expertise.

The composition of the Audit Committee is as follows:

Mr. Rajendra Bhagwandas Chodhary	Independent Director	Chairman
Mr. Anil Kabra	Independent Director	Member
Mr. Gopallal Shivratn Mohta	Non-Executive & Non-Independent Director	Member

The Wholetime Directors are invitees to the Meetings of the Committee.

All recommendations of the Audit Committee were duly accepted by the Board and there were no instances of any disagreements between the Committee and the Board during the year.

### **FRAUD REPORTING:**

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

### **DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM:**

In pursuant to the provision of Section 177(9) & (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company i.e. [www.djtextiles.co.in](http://www.djtextiles.co.in)

**PREVENTION OF SEXUAL HARASSMENT**

Your company is committed to provide a safe and secure working environment to its women employees and has in place the required Internal Committees as envisaged in the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

There were no cases of sexual harassment reported during the year under review.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34(3) read with the provisions as mentioned in Para E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is provided as "Annexure B".

**CORPORATE GOVERNANCE**

In terms of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company's share capital being less than Rupees ten crores and the net worth being less than Rupees twenty five crores, during the year under review, the Company is exempted from complying with the Corporate Governance provisions.

**DEMATERIALISATION OF SECURITIES**

**As on 31<sup>st</sup> March, 2017, 100.00 % of its shares are in physical form. The Company is in process of getting its shares in dematerialised form.**

**PARTICULARS OF EMPLOYEES**

There were no employees, employed during the year or part of the financial year drawing remuneration in excess of the limits as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subsequent amendments thereto.

There were no employees, employed throughout the financial year or part thereof, who has been in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**AUDITORS**

M/s. P.D.HEDA & CO, Chartered Accountant (Reg. No. 103605WE) had been appointed as auditors of the Company to hold office from the conclusion of the 23<sup>rd</sup> Annual General Meeting upto the conclusion of the 24<sup>th</sup> Annual General Meeting, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

In terms of the said Section, the appointment of M/s. M/s. P.D.HEDA & CO, Chartered Accountant (Reg. No. 103605WE) will require ratification at the forthcoming Annual General Meeting, for which an appropriate Resolution will be proposed.

M/s. M/s. P.D.HEDA & CO, Chartered Accountant (Reg. No. 103605WE) have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for continuing as Auditors of the Company. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

**SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed Kamal Kumar Sangneria (Reg. No 2643), a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure C".

**MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

There have been no materials changes between the end of the Financial Year and the date of this Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm, to the best of their knowledge and belief, that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31<sup>st</sup> March, 2017 and of the profit of the Company for that period;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company which are adequate and operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their grateful appreciation of the excellent support and co-operation received from the Shareholders, Banks, Financial Institutions and Investors, Government Authorities, Stock Exchanges, Reserve Bank of India, Central and State Governments. Your Directors also wish to place on record their deep appreciation of the dedication, competence and support of the employees at all levels for their contribution towards the performance of your Company.

For and on behalf of the Board

Place: Mumbai

Date: 30th May, 2017

Sanjay Gopallal Mundra  
(DIN 01205282)  
Chairman

Manjusha Sanjay Mundra  
(DIN 01739476)  
Whole-time Director

**ANNEXURE - B**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Para B of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussions amongst the Directors, Key Managerial Personnel and other Management Personnel.

**(a) Industry Structure and Developments**

Company is engaged into the business of selling of Cotton Yarn. The yarn is purchased from various spinning mills, mainly situated in South India, and marketing of said yarn is done at Bhiwandi [Maharashtra]. The yarn is sold to the weavers and corporates. The textile industry is upgrading and modernizing in large scale since last 10 years. The value addition the textile industry is growing up.

**(b) Opportunities and threats**

As mentioned above, clothing being the basic necessity and India being a highly populated country, demand for textile is always on rise. Thus, the opportunities in textiles are always there. Further, due to modernization and automation, the quality yarn vis a vis quality fabric is giving good opportunity for exports also.

Regarding threats, the cheap imported fabric from countries like China, Philippines, Bangladesh etc., pose unnecessary and unhealthy competition in the industry. Further, cotton, the main raw material, is a agro based product, so dependency on monsoon is much. The climatic variation has huge impact on value of cotton vis a vis textile industry.

**(c) Segment-wise or Product-wise Performance**

Company is exclusively dealing in cotton yarn only. The trade is only domestic sale and no exports or imports are undertaken by the company.

**(d) Outlook**

Your Company will continue to focus on both development and expansion of markets share gains as appropriate to secure competitive growth. Managing margins through judicious pricing and sustained efficiencies and cost saving will receive constant attention.

**(e) Risks & Concerns :** As mentioned above, the risk and threat is mainly from cheap imports and irregular monsoons. Too much competitive market condition also is posing some risk in the trade.

**(f) Internal Control Systems & their Adequacy**

The statutory requirements of the Audit Committee are being met. In meetings of the Audit Committee, the Statutory Auditors and In-house Internal Audit participate.

Activities are being programmed on a quarterly basis, which get translated into an Annual Activity Plan. Due care is taken in preparation of the activity plans and identifying and categorizing the areas of risks, are closely monitored. Such business plans undergo a further layer of scrutiny and implementation under direct superintendence of the Managing Director of the Company.

**(g) Financial & Operational Performances**

This has been adequately stated in the Directors' Report.

**(h) Material Developments in Human Resources Industrial Relations Front**

Industrial Relations remained cordial throughout the year. Your Company strongly believes that its intrinsic strength lies in the quality of its pool of dedicated and motivated employees.

**The total no. of employees of the Company is 8**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF DEEPJYOTI TEXTILES LIMITED

#### REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of **DEEPJYOTI TEXTILES LIMITED** (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

#### MANAGEMENT'S 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 of these 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 Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, 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.

#### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these 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 thereunder.

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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 reasonable basis for our audit opinion.

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, the Balance Sheet of the state of the affairs of the Company as at 31<sup>st</sup> March 2017 and its Statement of Profit & Loss and its Cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

- 1) As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and accordingly to the information and explanation given to us, we given in the "**Annexure A**" a statement on the matters specified in paragraph 3 and 4 of the Order.
- 2) As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors, as on 31<sup>st</sup> March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2017 from being appointed as a director in terms of section 164(2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate Report in "**Annexure B**"; and
  - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has no pending litigation on its financial position in its financial statements;
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated 8<sup>th</sup> November, 2016 of the Ministry of Finance, during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016; and such disclosures are in accordance with the books of accounts maintained by the Company.

**For P.D. HEDA & CO.**  
Chartered Accountants  
Firm Reg. No.103605W

**M.D. HEDA**  
Proprietor  
Membership No.031508

Place: Mumbai  
Date: 30.05.2017

**“Annexure – A” referred to in paragraph (1) of our report of even date**

**Report of Companies (Auditor’s Report) Order, 2017 referred in the paragraph 1 of Auditor’s Report to Members of DEEPJYOTI TEXTILES LIMITED on the accounts for the year ended 31st March, 2017.**

(i) **Fixed Assets**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management in a phased periodical manner to cover all the fixed assets over a period, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. As informed to us, no material discrepancies were noticed as compared to the books records, on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) **Inventory**

The Company’s does not hold any inventories and accordingly, the requirements of paragraph 3(ii) of the Order are not applicable to the Company and hence not commented upon.

- (iii) As per the information and explanations given to us, the Company has granted unsecured loans to a party covered in the register maintained under section 189 of the Companies Act, 2013
- a. The yearend balance of loan given to such party is Rs. 223.43 Lakhs (Previous Year Rs. 131.08Lakhs).
- b. As per the information given to us, the above loans are repayable on demand. There is no time stipulation for repayment of loan.
- c. The receipts of the interest on above loans have been regular/as per stipulations.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 & 186 of the Act, with respect to the loans/guarantees given, investments made & securities provided.
- (v) The Company has not accepted deposits from the public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.
- (vi) According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 148 (1) of the Companies Act, 2013.

(vii) **Statutory Dues**

- (a) As per the information & explanation given to us and according to the records, the Company has generally been regular in depositing undisputed statutory dues (including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax & others as applicable) with the appropriate authorities except delay in few cases. There are no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2017 for a period of more than six months from the date of they becoming payable.
- (b) According to the information and explanations given to us and the examination of the statutory records, there are disputed dues which have not been deposited on account of disputed matters pending before the appropriate authorities.

Name of the Statue	Nature of Dues	Amount under dispute	Amount Paid	Period to which it relates	Forum where dispute is pending
Central Sales Tax Act	Input VAT credit	79,177	-	2007-08	Dy. Commissioner of Sales Tax (Appeal), Mumbai

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of loans borrowings from financial institutions, banks or dues to the debenture holders. The Company does not have any loans from Government.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and money raised by way of term loans during the year have been applied for the purposes for which they are obtained.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company y its officers or employees, noticed or reported during the year, nor have been informed of any such case by the management.
- (xi) According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V of the Companies Act 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 & 188 of the Companies Act, 2013 and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the records of the Company examined by us, and information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

**For P.D. HEDA & CO.**  
Chartered Accountants  
Firm Reg. No.103605W

**M.D. HEDA**  
Proprietor  
Membership No.031508

Place: Mumbai  
Date: 30.05.2017

**“Annexure – B” referred to in paragraph (1) of our report of even date****Report of 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 **DEEPJYOTI TEXTILES LIMITED** (“the Company”) as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the 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 control 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 there were operating effectively for ensuring the orderly and efficient conduct of this 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 control 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 unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2016, 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 Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P.D. HEDA & CO.**  
Chartered Accountants  
Firm Reg. No.103605W

**M.D. HEDA**  
Proprietor  
Membership No.031508

Place: Mumbai  
Date: 30.05.2017

**SECRETARIAL AUDIT REPORT**

**FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

To,  
The Members,  
Deepjyoti Textiles Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Deepjyoti Textiles Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of Deepjyoti Textiles Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under, to the extent of Foreign Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - d. The Securities and Exchange Board of India (delisting of equity shares)
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - (7) Employees State Insurance Act, 1948
  - (8) Environment Protection Act, 1986 and other environmental laws
  - (9) Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
  - (10) Indian Contract Act, 1872
  - (11) Income Tax Act, 1961 and Indirect Tax Laws
  - (12) Indian Stamp Act, 1999
  - (13) Industrial Dispute Act, 1947
  - (14) Minimum Wages Act, 1948
  - (15) Payment of Bonus Act, 1965
  - (16) Payment of Gratuity Act, 1972
  - (17) Payment of Wages Act, 1936 and other applicable labour laws

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with erstwhile Pune Stock Exchange Limited and Ahmadabad Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Except in respect of non-compliance of applicable E-Voting process notified by MCA vide notification of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, during the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016.





I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

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

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

This Report is to be read with our letter which is annexed as **Annexure A** and Forms an Integral part of this report.



*K K Sangneria*  
Kamal Kumar Sangneria  
K K Sangneria & Associates

FCS No.: 2643  
C.P. No. : 3880

Place: Kolkata

Date: 30.05.2017



**'Annexure A'**

(To the Secretarial Audit Report of M/s. Deepjyoti Textiles Limited for the financial year ended 31.03.2017)

To,  
The Members,  
Deepjyoti Textiles Limited

Our Secretarial Audit Report for the financial year ended 31.03.2017 of even date is to be read along with this letter.

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



*K. Sanganeria*  
Kamal Kumar Sanganeria  
Sanganeria & Associates  
FCS No.: 2643  
C.P. No. : 3880

Place: Kolkata  
Date: 30.05.2017

**DEEPJYOTI TEXTILES LIMITED**  
CIN: L27200MH1994PLC083950

**BALANCE SHEET AS AT MARCH 31, 2017**

Particulars	Note No.	As at 31 March 2017		As at 31 March 2016	
		Rs.	Rs.	Rs.	Rs.
<b>A EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	2	50,100,000		50,100,000	
(b) Reserves and Surplus	3	54,387,633		50,673,475	
			104,487,633		100,773,475
<b>(2) Current Liabilities</b>					
(a) Trade payables	4	166,085		4,325,400	
(b) Other current liabilities	5	210,482		196,658	
(c) Short term provisions	6	1,750,000		2,210,000	
			2,126,567		6,732,058
<b>TOTAL</b>			<b>106,614,200</b>		<b>107,505,533</b>
<b>B ASSETS</b>					
<b>(1) Non - current assets</b>					
(a) Fixed Assets					
(i) Tangible assets	7	489,555		708,222	
(b) Deferred tax assets (Net)	8	272,363		297,118	
0			761,918		1,005,340
<b>(2) Current Assets</b>					
(a) Trade receivables	9	59,437,355		84,563,461	
(b) Cash and cash equivalents	10	18,619,916		6,266,172	
(c) Short term loans and advances	11	25,692,269		13,208,467	
(d) Other current assets	12	2,102,742		2,462,093	
			105,852,282		106,500,193
<b>TOTAL</b>			<b>106,614,200</b>		<b>107,505,533</b>

Significant Accounting Policies 1  
Notes are an integral part of the financial statements

As per our report of even date

**For P.D.Heda & Co.**  
Chartered Accountants

**For and on behalf of the Board**

M.D.Heda  
(Proprietor)  
M. No.:031508  
Firm Reg.No.:103605W

Director

Director

Place: Mumbai  
Date: 30.05.2017

**DEEPJYOTI TEXTILES LIMITED**  
CIN: L27200MH1994PLC083950

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

Particulars		Note No.	For the year ended	For the year ended
			31 March 2017	31 March 2016
			Rs.	Rs.
I.	Revenue from Operations	13	313,092,895	407,146,711
II	Other Income	14	4,030,458	3,574,931
III	<b>Total revenue (I + II)</b>		<b>317,123,353</b>	<b>410,721,642</b>
IV	Expenses			
	Changes in Inventories	15	304,213,848	396,732,854
	Employee benefits expense	16	4,589,750	4,460,653
	Finance costs	17	3,392	2,903
	Depreciation and amortization expense	18	219,778	374,740
	Other expenses	19	2,589,047	2,266,895
	<b>Total Expenses</b>		<b>311,615,814</b>	<b>403,838,045</b>
V	Profit before tax (VII-VIII)		<b>5,507,539</b>	<b>6,883,597</b>
VI	Tax expense:			
	(1) Current tax		1,750,000	2,210,000
	(2) Deferred tax		24,755	(48,410)
	(3) Tax Adjustements		18,627	-
			<b>1,793,382</b>	<b>2,161,590</b>
VII	Profit/(Loss) for the period from continuing operations (VII-VIII)		<b>3,714,157</b>	<b>4,722,007</b>
VIII	Earning per equity share:			
	(1) Basic	20	0.74	0.94
	(2) Diluted			

Significant Accounting Policies

1

Notes are an integral part of the financial statements

As per our report of even date

**For and on behalf of the Board**

**For P.D.Heda & Co.**

Chartered Accountants

M.D.Heda

(Proprietor)

M. No.:031508

Firm Reg.No.:103605W

Director

Director

Place: Mumbai

Date: 30.05.2017

**DEEPJYOTI TEXTILES LIMITED**

CIN: L27200MH1994PLC083950

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	Year ended 31st March,2017	Year ended 31st March,2016
<b>A. Cash flow from operating activities</b>		
Net Profit before tax and extraordinary items	5,507,539	6,883,597
<b>Adjustments for:</b>		
Depreciation	219,778	374,740
Interest on Late Payment	(4,030,458)	(3,536,328)
Interest Expenses	979	-
Assets written off	4,640	-
Eariler year Adjustments	(18,627)	-
<b>Operating Profit before working Capital Changes</b>	<b>1,683,851</b>	<b>3,722,009</b>
<b>Adjustments for:</b>		
(Increase)/Decrease in Current Assets	14,397,832	648,067
Increase/(Decrease) in Current Liabilities	(6,355,491)	(3,332,474)
<b>Cash generated from operations:</b>	<b>9,726,192</b>	<b>1,037,602</b>
Income Taxes Paid	1,396,176	1,350,000
<b>Net Cash from operating activities</b>	<b>8,330,016</b>	<b>(312,398)</b>
<b>B. Cash flow from investing activites</b>		
Purchase of fixed asset	(5,750)	(31,500)
Interest on Late Payment	4,030,458	3,536,328
<b>Net Cash used in investing activities</b>	<b>4,024,708</b>	<b>3,504,828</b>
<b>C. Cash flow from Financing Activities</b>		
Interest Expenses	(979)	-
<b>Net Cash used in Financing Activities</b>	<b>(979)</b>	<b>-</b>
<b>D. Net Increase in Cash &amp; Cash Equivalents</b>	<b>12,353,745</b>	<b>3,192,430</b>
Cash and Cash Equivalents as at the beginning of the year	6,266,172	3,073,742
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>18,619,916</b>	<b>6,266,172</b>

- 1) Cash flow statement has been prepared under the Indirect Method as set out in the AS-3 "Cash Flow Statement".
- 2) Previous year figures has been regrouped/rearranged wherever necessary.

As per our report of even date attached

**For P.D.Heda & Co.**

Chartered Accountants

Firm Registration No. 103605W

*M.D. HEDA*  
M.D. HEDA  
Proprietor  
Membership No.031508



**For DEEPJYOTI TEXTILES LIMITED**

*Manjusha Mundra*

**Manjusha Mundra**     **Sanjay Mundra**  
Director                     Director  
DIN : 01739476             DIN 01205282

Place : Mumbai  
Date : 30.05.2017

Place : Mumbai  
Date : 30.05.2017

## DEEPJYOTI TEXTILES LIMITED

Notes forming part of Financial Statements as at March 31, 2017

### 2 Share Capital:

Particulars	As at end of 31 March 2017		As at end of 31 March 2016	
	Number	Amount in Rs.	Number	Amount in Rs.
<b>Authorised Share Capital</b>				
Equity shares of Rs. 10 /- each	5,500,000	55,000,000	5,500,000	55,000,000
	<b>5,500,000</b>	<b>55,000,000</b>	<b>5,500,000</b>	<b>55,000,000</b>
<b>Issued, Subscribed and fully paid up:</b>				
Equity shares of Rs. 10 each, fully paid up	5,010,000	50,100,000	5,010,000	50,100,000
<b>Total Share Capital</b>	<b>5,010,000</b>	<b>50,100,000</b>	<b>5,010,000</b>	<b>50,100,000</b>

#### A) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Shares outstanding at the beginning of the year	5,010,000	50,100,000	5,010,000	50,100,000
Shares Issued during the year -Bonus Issue	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>5,010,000</b>	<b>50,100,000</b>	<b>5,010,000</b>	<b>50,100,000</b>

#### B) Terms/rights attached to equity shares :

The Company has only one class of equity shares having a par value of Rs.10 per shares. Each holder of equity Shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to received remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

#### C) Details of Equity shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2017		As at 31 March 2016	
	No. of Shares	% of holding	No. of Shares	% of holding
Sanjay Mundra	1,523,000	30.40%	1,523,000	30.40%
Manjusha Mundra	1,103,630	22.03%	1,103,630	22.03%

### 3 Reserves and Surplus:

Particulars	As at end of 31 March 2017		As at end of 31 March 2016	
	Amount in Rs.		Amount in Rs.	
<b>Surplus/(Deficit) in the statement of P&amp;L A/c</b>				
Balance as per last financial statement	50,673,475		45,951,468	
Add: Profit/(Loss) for the year	3,714,157		4,722,007	
Balance as at the end of the year	54,387,633	<b>54,387,633</b>	50,673,475	<b>50,673,475</b>
<b>Total</b>		<b>54,387,633</b>		<b>50,673,475</b>

**DEEPIYOTI TEXTILES LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**4 Trade Payables**

Particulars		As at 31 March 2017	As at 31 March 2016
		Rs.	Rs.
i)	To Micro, Small and Medium Enterprises	-	-
ii)	<u>Creditors payable</u>		
	Creditors For Goods	9,254	3,918,011
	Creditors For Brokerage	156,831	407,389
<b>Total</b>		<b>166,085</b>	<b>4,325,400</b>

**5 Other current liabilities:**

Particulars		As at 31 March 2017	As at 31 March 2016
		Rs.	Rs.
i)	<u>Other payables</u>		
	- R.H.Shah	25,000	25,000
	- P.D.Heda & Co.	94,500	62,700
	- I.A.Shah	7,500	7,500
	Confidence Advertising	-	4,578
ii)	Liabilities for expenses	8,053	20,377
iii)	TDS Payable	73,854	75,103
iv)	Professional Tax Payable	1,575	1,400
		<b>210,482</b>	<b>196,658</b>

**6 Short term provisions:**

Particulars		As at 31 March 2017	As at 31 March 2016
		Rs.	Rs.
	Provision for Tax	1,750,000	2,210,000
		<b>1,750,000</b>	<b>2,210,000</b>

**DEEPJYOTI TEXTILES LIMITED**

Notes forming part of Financial Statements as at March 31, 2017

**Fixed Assets:**

Particulars	GROSS BLOCK (AT COST)			ACCUMALATED DEPRECIATION			NET BLOCK			
	Opening Balance 01.04.2016	Additions for the year	Sale/Scraped out during the year	Closing Balance 31.03.2017	Opening Balance 01.04.2016	Depreciation for the year	Adj. Asset W/off	Closing Balance 31.03.2017	as at 31.03.17	as at 31.03.16
<b>Tangible Assets</b>										
FURNITURE	167,635	-	-	167,635	52,749	27,894	-	80,643	86,992	114,886
OFFICE EQUIPMENT	179,690	5,750	-	185,440	150,987	11,686	1,296	163,969	21,471	28,703
MOTOR VEHICLES	3,454,880	-	-	3,454,880	2,918,202	171,690	-	3,089,892	364,988	536,678
COMPUTER	275,558	-	-	275,558	247,602	8,508	3,344	259,454	16,104	27,956
<b>Current Year (2016-17)</b>	<b>4,077,763</b>	<b>5,750</b>	<b>-</b>	<b>4,083,513</b>	<b>3,369,540</b>	<b>219,778</b>	<b>4,640</b>	<b>3,593,958</b>	<b>489,555</b>	<b>708,222</b>
<b>Previous Year (2015-16)</b>	<b>4,046,263</b>	<b>31,500</b>	<b>-</b>	<b>4,077,763</b>	<b>2,994,801</b>	<b>374,740</b>	<b>-</b>	<b>3,369,540</b>	<b>708,222</b>	

**DEEPIYOTI TEXTILES LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**8 Deferred Tax Assets/Liabilities(Net)**

Particulars	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Deferred tax asset:</b>		
On account of depreciation on fixed assets	272,363	297,118
<b>Net Deferred tax (liability)/asset</b>	<b>272,363</b>	<b>297,118</b>

**9 Trade Receivable**

Particulars	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Trade receivables:</b>		
i) Trade receivables exceeding six months	19,189,732	7,489,683
ii) others	40,247,623	77,073,778
	59,437,355	84,563,461
Less: Provision for doubtful debts	-	-
	<b>59,437,355</b>	<b>84,563,461</b>

**10 Cash and cash equivalents:**

Particulars	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
i) Balances with banks		
- Canara Bank	453,060	264,198
- HDFC Bank	17,901,556	5,758,112
- in deposit accounts exceeding 12 months maturity		
- in other accounts		
- HDFC Bank Linked Term Deposits	245,093	228,209
ii) Cash in hand	20,208	15,653
	<b>18,619,916</b>	<b>6,266,172</b>

**11 Short Term Loans & Advances**

Particulars	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
i) Loans and advances to related parties		
- Sanjay Vanijya	22,343,186	13,108,467
ii) Others		
- Advance paid to Creditors	3,249,083	-
- High Value Management & Consultants	100,000	100,000
	<b>25,692,269</b>	<b>13,208,467</b>



**12 Other Current Assets**

Particulars	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
- TDS Receivable	396,176	352,307
- Advance Income Tax	1,000,000	1,350,000
- I. Tax Refund Receivable (A.Y.2008-09)	121,204	121,204
- I. Tax Refund Receivable (A.Y.2009-10)	129,182	129,182
- Deposits	300,000	300,000
- Prepaid Expenses	62,384	117,377
- VAT Receivable	79,178	79,178
- Acrude Interest	717	1,545
- CDSL India Pvt. Ltd.	8,901	8,901
- R.K.Chandak & Co.	-	2,400
- Salary Paid in Advance	5,000	-
	2,102,742	2,462,093

**DEEPJYOTI TEXTILES LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>13 Revenue from operations:</b>		
i) Sale of products - Cotton and blended Yarn	313,092,895	407,146,711
Others	-	-
Total	313,092,895	407,146,711
ii) Sale of services	-	-
iii) Other operating revenues	-	-
	313,092,895	407,146,711
Less:		
Excise duty	-	-
	<b>313,092,895</b>	<b>407,146,711</b>
<b>14 Other Income:</b>		
Interest income - Late Payment & advances	4,012,618	3,516,033
- Term Deposits With Bank	17,840	20,295
- Oher Income	-	38,603
	<b>4,030,458</b>	<b>3,574,931</b>
<b>15 Changes In Inventory</b>		
Opening Stock	-	-
Add: Purchases	304,213,848	396,732,854
Less: Closing Stock	-	-
	<b>304,213,848</b>	<b>396,732,854</b>
<b>16 Employee Benefit Expenses:</b>		
i) Salaries, Wages & Bonus	1,867,600	1,708,100
ii) Remuneration to whole time directors	2,700,000	2,700,000
iii) Staff welfare expenses	22,150	52,553
	<b>4,589,750</b>	<b>4,460,653</b>

**DEEPJYOTI TEXTILES LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>17 Finance Costs:</b>		
i) Interest on TDS Late Payment	979	-
ii) Bank Charges/ Commission	2,413	2,903
	<b>3,392</b>	<b>2,903</b>
<b>18 Depreciation and amortization:</b>		
Depreciation	219,778	374,740
	<b>219,778</b>	<b>374,740</b>
<b>19 Other expenses:</b>		
I) Conveyance	19,446	16,030
II) Brokerage	430,305	564,102
III) Annual Custodial Fees	25,763	25,763
IV) Telephone & Internet	18,899	21,496
V) Insurance Charges	197,830	125,162
VI) Rent	529,200	514,500
VII) Printing & Stationary	9,921	14,554
VIII) Motor car Expenses	177,342	233,049
IX) Bad Debts	94,603	-
X) M VAT (CST Paid)	-	66,797
XI) Legal and professional charges	399,566	219,180
XII) Postage & Courier Charges	837	861
XIII) Office Repairs & Manitanance	21,310	18,294
XIV) Electricity Charges	47,610	54,090
XV) Computer Repairs and Maintanance	33,670	5,962
XVI) Advertisement Expenses	55,452	50,516
XVII) Miscellaneous expenses	4,861	4,653
XVIII) Sales Promotion Expenses	446,792	261,186
XIX) Professional Tax (PTEC)	2,000	2,000
XXI) Asset W/off	4,640	-
XXII) <u>Auditors Remuneration</u> Audit Fees	69,000	68,700
	<b>2,589,047</b>	<b>2,266,895</b>

**DEEPJYOTI TEXTILES LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>20 Earnings per share:</b>		
After extraordinary item:		
Profit for the year after tax expense	3,714,157.24	4,722,006.97
Less:		
Preference dividend payable including dividend tax		
	3,714,157.24	4,722,006.97
Weighted average number of equity shares	5,010,000.00	5,010,000.00
Earning per share	0.74	0.94
Before extraordinary item:		
Profit for the year after tax expense	3,714,157.24	4,722,006.97
Adjustment for Extraordinary item (net of tax)		
	3,714,157.24	4,722,006.97
Less:		
Preference dividend payable including dividend tax		
	<b>3,714,157.24</b>	<b>4,722,006.97</b>

Note – 1**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS: 31<sup>st</sup> March 2017****I. Significant accounting policies:****1. Company overview:**

Deepjyoti Textiles Limited ('the Company') is a domestic public listed Company and engaged in Trading of Yarn.

**2. Basis of preparation:**

The financial statements have been prepared to comply in all material aspects except wherever otherwise stated and presented under the historical cost convention, on the accrual basis of accounting in accordance with the Indian Generally Accepted Accounting Principles (GAAP) and comply with accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable) and guidelines issued by the Central Government, in exercise of the powers conferred under sub-section (1) & (2) of Section 469 and the relevant provisions of the Companies Act, 2013 & Securities and Exchange Board of India (SEBI).

**3. Use of Estimate:**

The preparation of financial statements in conformity with the Indian GAAP requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets & liabilities, income & expenses, and the disclosures of contingent liabilities on the date of financial statements during the reporting period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in the current and future periods.

**4. Revenue Recognition:**

Revenue from sale of goods is recognized upon transfer of all significant risks and rewards of ownership to the buyer which generally corresponds with the dispatch/delivery of goods to buyers based on the terms of the contract. The amount recorded as sale is exclusive of discounts & net of returns.

All other income has been accounted for on accrual basis except for those entailing recognition on realization based. All expenses are provided on accrual basis unless stated otherwise.

**5. Earnings per Share (EPS):**

The Company reports basic and diluted earnings EPS in accordance with AS-20. In determining Basic EPS is computed by dividing net profit/loss after tax for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year, Diluted EPS is computed using weighted average number of shares after adjusting the effects of all dilutive potential equity shares outstanding during the year.

**6. Fixed assets:**

Fixed Assets are stated at their original cost of acquisition/installation less depreciation. Cost comprises the purchase price and any cost attributable to bring the asset to its working condition for its intended use. Depreciation on Fixed Assets for the year has been provided on all assets on WDV as per the useful life prescribed in Schedule II to the Companies Act, 2013.

**7. Inventory**

Inventories are valued at lower of cost or market value. However, since the Sale happens immediately while goods in transit itself therefore there is no closing stock.

**8. Taxation**

Tax expense comprises current income tax, deferred tax. Current income tax comprises the amount of tax for the period determined in accordance with the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. The effect of change in tax rates on deferred tax assets and liabilities is recognised in the profit and loss account in the year of change.

Deferred tax assets are recognized only if virtually certainty backed by convincing evidence of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realized.

**9. Impairment of Assets:**

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such asset is reduced to its recoverable amount and the impairment loss is charged to profit and loss account. If at the Balance Sheet date there is any deduction that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to the affect.

**10. Accounting of provisions & contingent liabilities**

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts.

**II. Notes on Accounts:**

1. In the opinion of the management, the realizable value of current assets including debtors, loans and advances are not less than the value at which they are stated in the Balance Sheet, in the ordinary course of business.
2. Outstanding amounts payable to Micro, Small and Medium Enterprises included under current liabilities, as per the information available with the Company and accepted by the auditors – Nil ( Previous Year – Nil).

## 3. Auditor Remuneration:

Particulars	Current Year 2016-17	Previous Year 2015-16
Audit Fees	50,000	50,000
Tax Audit Fees	10,000	10,000

## 4. Inventory details:

Particulars	Current Year 2016-17		Previous Year 2015-16	
	Quantity (In Bags)	Amount (In Rs.)	Quantity (In Bags)	Amount (In Rs.)
Opening Stock	-	NIL	-	NIL
Purchases	26,745	30,42,13,848	38,666	39,67,32,854
Sales	(26,745)	31,30,92,895	(38,666)	40,71,46,711
<b>Closing Stock</b>	<b>-</b>	<b>NIL</b>	<b>-</b>	<b>NIL</b>

5. The requirements of Accounting Standard 15 “Employee Benefit” is not applicable to the Company therefore, the provisions are not made.
6. As per the recommendation of Accounting Standard 17 “Segment Reporting” keeping in view the fact that the Company operates only in one segment of business (i.e. Trading in Yarn) and there is no Geographical Segment, no separate information for segment wise disclosure is required.
7. As per Accounting Standard 18 “Disclosure of Related Party Transactions” is as under:

**A. Relationships:**

(i)	<b>Promoter &amp; Key Management Personnel (KMP)</b>	Mr. Sanjay Mundra Mrs. Manjusha Mundra
(ii)	<b>Other related parties with whom transactions have taken place during the year</b>	Sanjay Vanijya (Prop. Mr. Sanjay Mundra) Sagar Polytex Private Limited



**B. Transactions with the Related Parties**

Party	Relationship	Nature of Transaction	Opening	For the Year	Paid/Received	Closing
Sanjay Mundra	Director	Remuneration	NIL	15,00,000	(15,00,000)	NIL
Manjusha Mundra	Director	Remuneration	NIL	12,00,000	(12,00,000)	NIL
Sanjay Vanijya	Associate	Loan Given	1,31,08,467	1,10,59,345	(18,24,626)	2,23,43,186

Note: Related parties have been identified by the Management and relied upon by the Auditors.

## 8. As per Accounting Standard 20 "Earnings/(Loss) per Share"

Particulars	Current Year 2016-17	Previous Year 2015-16
Profit/(Loss) for the Year (Amount used as numerator for calculating EPS) (Rs.)	37,14,157	47,22,007
No. of Equity Shares (used as denominator (Avg.))	50,10,000	50,10,000
Nominal Value per Equity Share (Rs.)	10	10
Earnings /(Loss) per Share (Rs.)	0.74	0.94

## 9. As per the requirement of Accounting Standard 22 "Deferred Tax Asset/(Liabilities)" details is as under:

Particulars	Current Year 2016-17	Previous Year 2015-16
DTA Opening Balance	2,97,118	2,48,708
Addition for the year	(24,755)	48,410
<b>DTA Closing Balance</b>	<b>2,72,363</b>	<b>2,97,118</b>

## 10. During the year, The Company had Specified Bank Notes (SBN) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from 08.11.2016 to 30.12.2016 as provided in the table below:-

Particulars	SBNs	Other denomination notes	Total
Closing Cash in Hand on 08.11.2016	7,500.00	247.50	7,747.50
(+) Permitted receipts/withdrawals from Bank	0	1,10,000.00	1,10,000.00
(-) Permitted Payments	0	67,387.00	(67,387.00)
(-) Amount Deposited in Banks	7,500.00	0	(7,500.00)
<b>Closing Cash in Hand as on 30.12.2016</b>	<b>NIL</b>	<b>42,860.50</b>	<b>42,860.50</b>

Note: For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

11. The figures of the previous year have been regrouped / rearranged/reclassified wherever necessary.

**For P.D. Heda & Co.**

Chartered Accountants

Firm Registration No. 103605W

**For Deepjoyti Textiles Limited**

**M. D. Heda**

Proprietor

Membership No. 031508

**Mr. Manjusha Mundra**

Director

Din No. 01739476

**Mrs. Sanjay Mundra**

Director

Din No. 01205282

Place: Mumbai

Date: 30.05.2017

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L27200MH1994PLC083950

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACP2811P

(ii) (a) Name of the company

DEEPJYOTI TEXTILES LIMITED

(b) Registered office address

"CHEZNOUS" FLAT NO 1  
GULMOHAR CROSS ROAD NO 7, J.V.P.D. SCHEME  
MUMBAI  
Mumbai City  
Maharashtra  
400042

(c) \*e-mail ID of the company

mundra.sanjay@rediffmail.com

(d) \*Telephone number with STD code

02226204255

(e) Website

(iii) Date of Incorporation

21/12/1994

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(i) \*SHARE CAPITAL

(a) Equity share capital

Total number of equity shares	5,500,000	5,010,000	5,010,000	5,010,000
Total amount of equity shares (in Rupees)	55,000,000	50,100,000	50,100,000	50,100,000

Number of classes

1

Number of equity shares	5,500,000	5,010,000	5,010,000	5,010,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	55,000,000	50,100,000	50,100,000	50,100,000

(b) Preference share capital

Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Total amount of unclassified shares	0
-------------------------------------	---

(d) Break-up of paid-up share capital

Equity shares				
At the beginning of the year	5,010,000	50,100,000	50,100,000	

<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
0	0	0	0	
<b>At the end of the year</b>	5,010,000	50,100,000	50,100,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
0	0	0	0	
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
--	----------------------	--	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

317,123,353

(ii) Net worth of the Company

104,487,633

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
--------	----------	--------	------------



		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,625,830	52.41177645	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	2,625,830	52.41	0	0

Total number of shareholders (promoters)

2

(b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,743,370	34.79780439	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	640,800	12.79041916	0	
10.	Others	0	0	0	
	<b>Total</b>	2,384,170	47.59	0	0

Total number of shareholders (other than promoters) 1,777

Total number of shareholders (Promoters+Public/  
Other than promoters) 1,779

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Promoters	2	2
Members (other than promoters)	1,777	1,777
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	2	0	2	0	52.41	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	3	2	3	52.41	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GOPALLAL SHIVRATA	01816286	Director	0	
SANJAY GOPALLAL M	01205282	Whole-time director	1,523,000	
MANJUSHA SANJAY M	01739476	Whole-time director	1,103,630	
ANIL KUMAR KABRA	03495701	Director	0	
RAJENDRA BHAGWAN	05144396	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	30/09/2016	1,779	7	0.04

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2016	5	5	100
2	13/08/2016	5	3	60
3	14/11/2016	5	3	60
4	11/02/2017	5	3	60

**C. COMMITTEE MEETINGS**

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2017
1	GOPALLAL S	4	4	100	0	0	0	Yes
2	SANJAY GOP	4	4	100	0	0	0	Yes
3	MANJUSHA S	4	4	100	0	0	0	Yes
4	ANIL KUMAR	4	0	0	0	0	0	No
5	RAJENDRA B	4	0	0	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY GOPALLA	WHOLE TIME D	1,500,000	0	0	0	1,500,000
2	MANJUSHA SANJA	WHOLE TIME D	1,200,000	0	0	0	1,200,000
	Total		2,700,000	0	0	0	2,700,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name KAMAL KUMAR SANGANERIA

Whether associate or fellow  Associate  Fellow

Certificate of practice number 3880

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated  (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director



DIN of the director

To be digitally signed by

- Company Secretary  
 Company secretary in practice

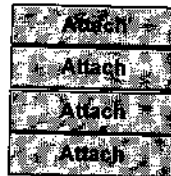
Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

**List of attachments**



**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## FORM NO. MGT - 9

## EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2017

[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	
CIN	L27200MH1994PLC083950
Registration Date	21/12/1994
Name of the Company	Deepjyoti Textiles Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	"Cheznous" Flat No 1 Gulmohar Cross Road No 7, J.V.P.D. Scheme Mumbai - 400049 (Maharashtra) Email: sanjayvanijya1@gmail.com Website: <a href="http://www.djtextiles.co.in">www.djtextiles.co.in</a>
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent	Maheshwari Datamatics Private Limited 23 R.N. Mukherjee Road 5 <sup>th</sup> Floor Kolkata-700 001 Email: <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a>

### II. Principal Business Activities of the Company

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products/ Services	NIC Code of the Product / Service	% to total turnover of the Company
Trading in Yarns	5207	100

### III. Particulars of Holding, Subsidiary and Associate Companies.

Name and address of the Company	CIN / GLN	Holding / Subsidiary/	% of shares	Applicable Section
There are no Holding, Subsidiary or Associate Companies	—	—	—	—





i) Category-wise Shareholding (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	-	640800	640800	12.79	-	640800	640800	12.79	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto ` 1lakh	-	1496670	1496670	29.87	-	1496670	1496670	29.87	-
ii) Individual Shareholders holding nominal share capital in excess of ` 1lakh	-	246700	246700	4.93	-	246700	246700	4.93	-
<b>c) Others (specify)</b>									
i) Directors	-	-	-	-	-	-	-	-	-
ii) Relatives	-	-	-	-	-	-	-	-	-
iii) Clearing Members	-	-	-	-	-	-	-	-	-
iv) Trusts	-	-	-	-	-	-	-	-	-
v) Office Bearers	-	-	-	-	-	-	-	-	-
vi) NRI'S	-	-	-	-	-	-	-	-	-
vii) NRN	-	-	-	-	-	-	-	-	-
viii) Foreign National	-	-	-	-	-	-	-	-	-
ix) Foreign Company	-	-	-	-	-	-	-	-	-
x) HUF	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	-	2384170	2384170	47.59	-	2384170	2384170	47.59	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	5010000	5010000	100.00	-	5010000	5010000	100.00	-

ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Sanjay Gopallal Mundra	1522200	30.38	-	1522200	30.38	-	-
Manjusha Sanjay Mundra	1103630	22.03	-	1103630	22.03	-	-
<b>Total</b>	<b>2625830</b>	<b>52.41</b>	<b>-</b>	<b>2625830</b>	<b>52.41</b>	<b>-</b>	<b>-</b>

iii) There was no change in Promoter's Shareholding in the Financial Year 2016-17.

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Basaria Trading & Holding Co Limited				
At the beginning of the year	195000	3.8922	195000	3.8922
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	195000	3.8922	195000	3.8922
2. Shri Ken Enterprises Pvt. Limited				
At the beginning of the year	160800	3.2096	160800	3.2096
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	160800	3.2096	160800	3.2096
3. Maharashtra Indl Leas & Inv Ltd				
At the beginning of the year	150000	2.9940	150000	2.9940
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	150000	2.9940	150000	2.9940
4. Shalimar Agroproducts Ltd				
At the beginning of the year	135000	2.6946	135000	2.6946
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	135000	2.6946	135000	2.6946

5. Shantichand R Jhaveri				
At the beginning of the year	127400	2.5429	299300	2.5429
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	127400	2.5429	299300	2.5429
6. Mamta Vazirani				
At the beginning of the year	119300	2.3812	119300	2.3812
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	119300	2.3812	119300	2.3812
7. Anoop Vazirani				
At the beginning of the year	77400	1.5449	77400	1.5449
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	77400	1.5449	77400	1.5499
8. Vinod Hingorani				
At the beginning of the year	38700	0.7725	277400	0.7725
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	38700	0.7725	277400	0.7725
9. Darshana Shah				
At the beginning of the year	38300	0.7645	38300	0.7645
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	38300	0.7465	38300	0.7465
10. Bharat R Jhaveri				
At the beginning of the year	30000	0.5988	30000	0.5988
Bought during the year	-	-	-	-
Sold during the year	-	-	-	-
At the end of the year	30000	0.5988	30000	0.5988

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

Director

	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
At the beginning of the year				
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There was no change			
At the end of the year				

Other than Mr. Snajay Gopallal Mundra and Mrs Manjusha Mundra no other Director or Key Managerial Personnel held any shares in the Company during the financial year 2016-17.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment for secured loans, unsecured loans, Deposits during the Financial Year 2016-17 - NIL

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Mr Sanjay Gopal Mundra WTD	Mrs Manjusha Sanjay Mundra WTD	Total Amount (Rs.)
	Gross Salary			
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	15,00,000	12,00,000	27,00,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5	Others, please specify( Provident Fund)	-	-	-
	<b>Total (A)</b>	<b>15,00,000</b>	<b>12,00,000</b>	<b>27,00,000</b>

**B. Remuneration to other Directors:  
Independent Directors**

	Name of Director				Total Amount
	Mr. Rajendra Bhagwandas Chodharuy	Mr. Gopalllal Shivratana Mundra	Mr Anil Kabra Resigned on		
- Fee for attending Board / Committee Meetings	-	-	-	-	-
- Commission	-	-	-	-	-
- Others, please specify	-	-	-	-	-

**1. Other Non Executive Directors**

	Name of Director	Total Amount
- Fee for attending Board/ Committee Meetings	-	-
- Commission	-	-
- Others, please specify	-	-
<b>Total (B)(2)</b>	-	-
<b>Total (B)=(1+2)</b>	-	-
<b>Total Managerial Remuneration</b>		27,00,000
<b>Overall Ceiling as per Act</b>	The remuneration of the Wholetime Director is within the limits specified in Schedule V of the Companies Act, 2013.	

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
				Total Amount (Rs.)
1.	Gross Salary	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5.	Others, please specify – (Provident Fund)	-	-	-
	<b>Total (C)</b>	-	-	-

**VII. 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)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

For and on behalf of the

Board of Directors

Mundra

Director

Sanjay Gopallal Mundra

(DIN 01205282)  
Chairman

Manjusha Sanjay

(DIN 01739476)  
Whole-time

Place: Mumbai

Date: 30<sup>TH</sup> May,2017



**P.D. HEDA & CO.**

Chartered Accountants

203-D, Sumit Samarth Arcade  
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Near Railway Station  
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Tel. : 66971310 – 66971311

**AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**TO THE MEMBERS OF  
DEEPJYOTI TEXTILES LIMITED**

We have examined the compliance of conditions of Corporate Governance by Deepjyoti Textiles Limited for the year ended 31<sup>st</sup> March, 2017 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

**For P.D.HEDA & CO  
Chartered Accountants  
FRN:103605W**

**(M.D. HEDA)  
Proprietor  
Membership No.031508**

Place: Mumbai  
Date : 30.05.2017