



# TRANS GLOBE TEXTILES LIMITED

(Formerly known as ROHIT TISSUE LIMITED)

Regd. Office : 16/121-122, 1st Floor, 'Jain Bhawan', Faiz Road, Karol Bagh, New Delhi - 110005  
E-mail : rohittissultd@gmail.com, transglobetextiles@gmail.com Website : www.transglobetextiles.in  
Phone : +91-11-23637431 Mob. : +91-8800446397 CIN : L51909DL1995PLC064680

Date: 26<sup>th</sup> August, 2019

To,  
The Head- Listing & Compliances  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),  
Mumbai – 400098

**Sub: Submission of Annual Report (including Notice of AGM) under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2018-19. (SYMBOL: TRANSGLOBE)**

Dear Sir,

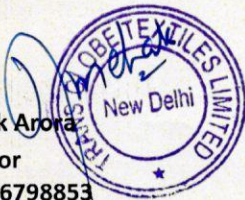
With reference to the above mentioned subject, please find enclosed herewith the Annual Report (including AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2018-19.

You are requested to take the above on your records and acknowledge the same.

For Trans Globe Textiles Limited

Mehak Arora  
Director  
DIN: 06798853  
Address: HN-137 GN-1 2<sup>nd</sup> Floor,  
Gopal Park Ram Nagar Ext Delhi 110051

Encl: a/a





**TRANS GLOBE**  
**TEXTILES LIMITED**

**ANNUAL REPORT**  
**2018-19**



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# **TRANS GLOBE TEXTILES LIMITED**

## **BOARD OF DIRECTORS**

Mrs. Mehak Arora, Director  
Mr. Ram Sunder, Independent Director  
Mr. Dharmendra Gupta, Independent Director

## **STATUTORY AUDITOR**

Mr. Anil Kumar  
(Chartered Accountants)  
BA-52/B, Janakpuri, New Delhi-110058

## **SECRETARIAL AUDITOR**

M/s B Kaushik & Associates  
(Company Secretaries)  
Office No. 101, 110 and 111  
Abhishek Business Centre,  
Laxmi Nagar Delhi- 110092

## **SCRUTINIZER**

M/s B Kaushik & Associates  
(Company Secretaries)  
Office No. 101, 110 and 111  
Abhishek Business Centre,  
Laxmi Nagar Delhi- 110092

## **INTERNAL AUDITOR**

Ms. Heena Arya

## **BANKERS**

- Oriental Bank of Commerce,  
Old Rajinder Nagar, New Delhi
- HDFC Bank, Old Rajinder Nagar
- IDBI Bank, Punjabi Bagh

## **BOARD COMMITTEES**

### **Audit Committee**

Mrs. Mehak Arora	Chairperson
Mr. Ram Sunder	Member
Mr. Dharmendra Gupta	Member

### **Nomination & Remuneration Committee**

Mrs. Mehak Arora	Chairperson
Mr. Ram Sunder	Member
Mr. Dharmendra Gupta	Member

### **Stakeholder's Relationship Committee**

Mrs. Mehak Arora	Chairperson
Mr. Ram Sunder	Member
Mr. Dharmendra Gupta	Member

### **Risk Management Committee**

Mrs. Mehak Arora	Chairperson
Mr. Ram Sunder	Member
Mr. Dharmendra Gupta	Member

## **REGISTERED OFFICE**

16/121-122, Jain Bhawan, First Floor, Faiz  
Road, W.E.A Karol Bagh, New Delhi- 110005

## **REGISTRAR AND TRANSFER AGENT**

Bigshare Services Private Limited  
302 Kushal Bazar, 32-33,  
Nehru Place, New Delhi - 110019

## **STOCK EXCHANGE(S) WHERE COMPANY'S SECURITIES ARE REGISTERED**

- Metropolitan Stock Exchange of India Limited  
(MSEI)

## **INVESTORS HELPDESK**

Mrs. Mehak Arora, Compliance officer  
E-mail Id: [transglobetextiles@gmail.com](mailto:transglobetextiles@gmail.com)  
Contact No. 011-23637431

## **WEBSITE**

[www.transglobetextiles.in](http://www.transglobetextiles.in)

**CIN:L51909DL1995PLC064680**

# **TRANS GLOBE TEXTILES LIMITED**

**Regd. Office:** 16/121-122, Jain Bhawan, First Floor, Faiz  
Road, W.E.A Karol Bagh, New Delhi- 110005

**CIN:** L51909DL1995PLC064680, **Ph. No.:** 011-23637431

**E-mail Id:** [transglobetextiles@gmail.com](mailto:transglobetextiles@gmail.com) **Website:** [www.transglobetextiles.in](http://www.transglobetextiles.in)

## **NOTICE**

Notice is hereby given that the **25<sup>th</sup> Annual General Meeting** of the Company will be held on **Monday, 23<sup>rd</sup> Day of September, 2019 at 02:00 P.M.** at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 to transact the following businesses:

### **ORDINARY BUSINESS:**

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

**“RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Statement of Profit and Loss for the year ended on that date, together with the Director’s Report and Auditor’s Report thereon as presented to the meeting, be and the same are hereby approved and adopted.”

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

**“RESOLVED THAT** Mrs. Mehak Arora (DIN: 06798853), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as may be applicable, **M/s MAK & Company, Chartered Accountants (FRN 028454N)**, be and are hereby appointed as statutory auditors of the company, in place of retiring auditor **Mr. Anil Kumar, Chartered Accountant (Membership No. 86223)** to hold office from the conclusion of this Annual General Meeting until the conclusion of 30<sup>th</sup> Annual General Meeting (AGM) of the company to be held in the F.Y ended on 31<sup>st</sup> March 2024 on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.

**For Trans Globe Textiles Limited**

**Place: New Delhi**  
**Date: 24.08.2019**

**SD/-**  
**Mehak Arora**  
**Director**  
**DIN: 06798853**

## NOTES

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10.00%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10.00%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or Shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is annexed to this Notice.**
- (ii) 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.
- (iii) 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.
- (iv) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from **17<sup>th</sup> September, 2019 to 23<sup>rd</sup> September, 2019 (both days inclusive).**
- (v) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e Bigshare Services Pvt. Ltd, E4/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
- (vi) 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.
- (vii) Electronic copy of the Annual Report for financial year 2018-19 along with the Notice of the 25th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2018-19 along with Notice of the 25<sup>th</sup> Annual General Meeting of the

Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.

- (viii) Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website [www.transglobetextiles.in](http://www.transglobetextiles.in)
- (ix) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day.
- (x) Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [www.transglobetextiles.in](http://www.transglobetextiles.in)
- (xi) 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.
- (xii) All documents referred to in the Notice are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xiii) 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.
- (xiv) As Amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and the share Transfer Agent at the address mentioned above.

#### **VOTING THROUGH ELECTRONICS MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.



The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com/> or [www.transglobetextiles.in](http://www.transglobetextiles.in)

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

### **PROCEDURE TO LOGIN TO E-VOTING WEBSITE**

#### **1. How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step-1 is mentioned below:**

#### **How to Log-into NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

<p><b><u>How to cast your vote electronically on NSDL e-Voting system?</u></b></p> <ol style="list-style-type: none"> <li>1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.</li> <li>2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.</li> <li>3. Select "EVEN" of company for which you wish to cast your vote.</li> </ol>
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4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcsbhk@gmail.com](mailto:pcsbhk@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The remote e-voting period commenced on **20<sup>th</sup> September, 2019 at 09:00 a.m. and ends on 22<sup>nd</sup> September, 2019 at 05:00 p.m.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **16<sup>th</sup> September, 2019.**


Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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



remote 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

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.



## OTHER INFORMATION

1. The Voting rights of the members shall be in proportion to the shares of the Paid up Equity Share Capital of the Company as on the cut-off date (record date) of **Monday, 16<sup>th</sup> September, 2019**.
2. A person who is not member s on the cut-off date should treat this notice for information purpose only.
3. Shareholders of the Company, holding either in Physical Form or in Dematerialization Form, as on the cut-off date of **Monday, 16<sup>th</sup> September, 2019** may only cast their vote at the **25<sup>th</sup> Annual General Meeting**.
4. **M/s B Kaushik & Associates, Company Secretaries (Membership No. F9884 and C.P. No. 12453)** has been appointed as the Scrutinizer for the purpose of Annual General Meeting.
5. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a scrutinizers Report of the votes cast in favour or against, if any, and to submit the same to the chairman of the AGM.
6. The results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any other person authorized by him, in writing and the Resolution shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report will be available on the website of the Company [www.transglobetextiles.in](http://www.transglobetextiles.in) after the declaration of the results by the Chairman.

**For Trans Globe Textiles Limited**

**Place: New Delhi**  
**Date: 24.08.2019**

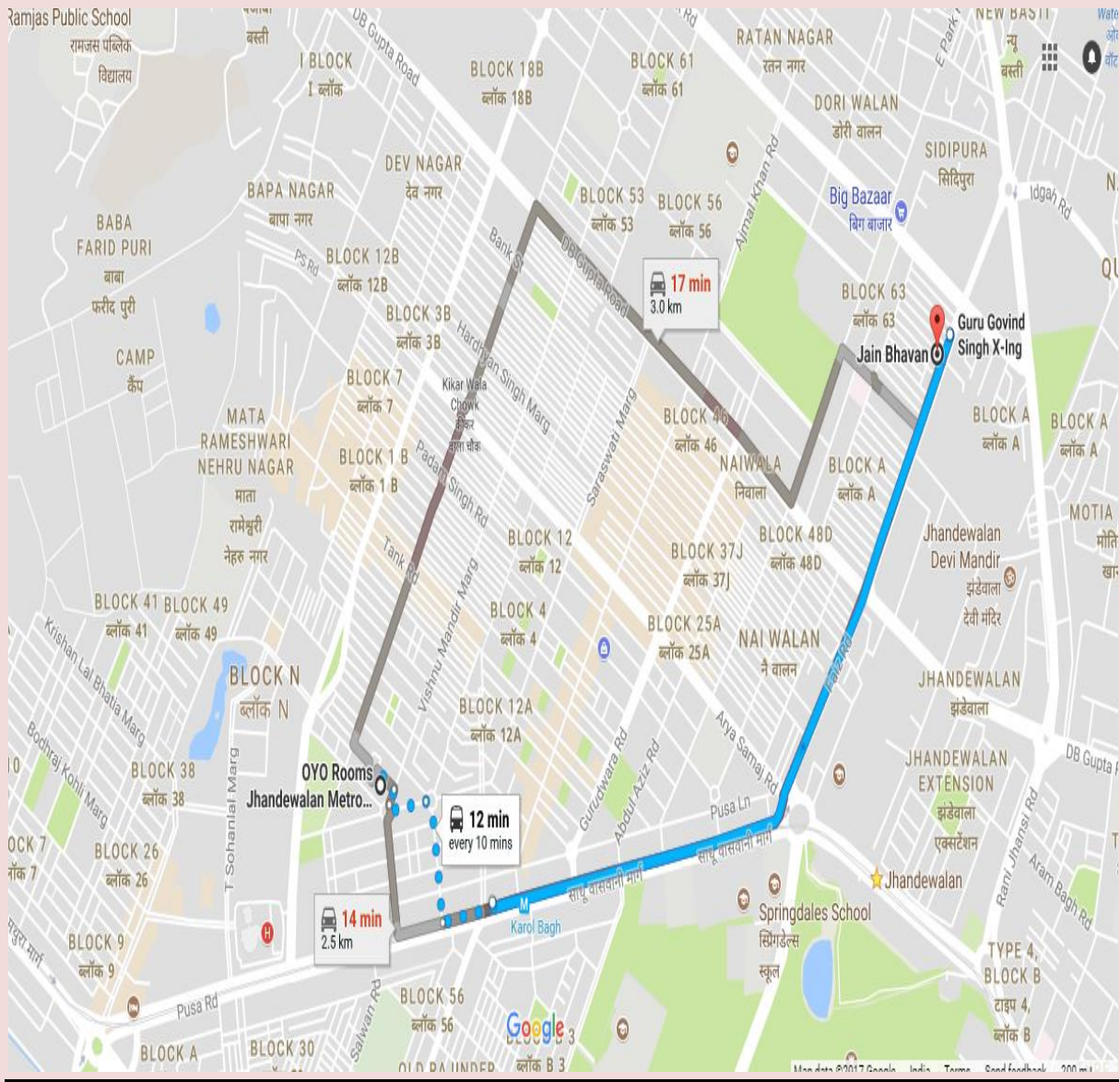
**SD/-**  
**Mehak Arora**  
**Director**  
**DIN: 06798853**

## **DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT**

**(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015**

<b>Name of director</b>	Ms. Mehak Arora
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	15/05/2014
<b>Qualifications</b>	Graduate
<b>Number of Shares held in the Company</b>	45,000
<b>Expertise in specific Functional areas</b>	Business Relation
<b>Directorship on the other listed Companies</b>	<ul style="list-style-type: none"><li>• MACOR PACKAGING LIMITED</li><li>• SNS DIAGNOSTICS LIMITED</li><li>• DHSL TEXTILES (INDIA) LIMITED</li><li>• HILLRIDGE INVESTMENTS LIMITED</li><li>• SNS LABORATORIES LIMITED</li></ul>
<b>Membership / Chairmanship of Committees of the Board of other Listed Companies</b>	<ul style="list-style-type: none"><li>• MACOR PACKAGING LIMITED <b>Nomination &amp; Remuneration Committee : Chairperson</b> <b>Risk Management Committee- Chairperson</b> <b>Stakeholders Relationship Committee- Chairperson</b></li><li>• SNS DIAGNOSTICS LIMITED <b>Audit Committee : Member</b> <b>Nomination &amp; Remuneration Committee : Member</b> <b>Risk Management Committee : Member</b> <b>Stakeholders Relationship Committee : Member</b></li><li>• SNS LABORATORIES LIMITED <b>Audit Committee : Member</b> <b>Nomination &amp; Remuneration Committee : Member</b> <b>Stakeholders Relationship Committee : Member</b></li></ul>
<b>Relationship between Director Inter se</b>	Nil

**Here we are given below the route map for the purpose of company's AGM venue:**



# DIRECTOR'S REPORT

To  
The Members  
**Trans Globe Textiles Limited**

The Directors have pleasure in presenting before you the **25<sup>th</sup> Annual Report** on the business and operations of the Company along with the Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2019.

## **1. FINANCIAL SUMMARY HIGHLIGHTS**

Financial Result of the Company for the year under review along with the figures for previous year are as follows:

(IN '000')

PARTICULARS	(IN `)	(IN `)
	March 31, 2019	March 31, 2018
Total Income	-	2,268
Profit before Tax	(933)	(719)
Less: Provision for Tax	-	-
Current Tax	-	-
MAT Credit Entitlement	-	-
Earlier Year tax	-	-
Deferred Tax	-	-
<b>Net Profit after Tax</b>	<b>(933)</b>	<b>(719)</b>

## **2. STATE OF COMPANY AFFAIRS**

During the financial year 2018-19, the Company has not earned any amount of revenue against the revenue of Rs. 2,268 thousand in the previous year 2017-18. The Directors are optimistic about future performance of the Company.

## **3. WEB ADDRESS OF ANNUAL RETURN**

The web address where Annual Return of the Company for the Financial Year 2018-19 referred in sub-section (3) of Section 92 has been placed is mentioned below:

[www.transglobetextiles.in](http://www.transglobetextiles.in)

## **4. CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of business of company.

## **5. DIVIDEND**

As the company kept the profits for investment in better projects it regrets not to recommend any dividend. But the directors are hopeful better result in ensuring future.



6. **TRANSFER TO RESERVES**

The company Proposes does not transfer any amount to the General reserves, as Company have Losses in the Financial year.

7. **SHARE CAPITAL**

The Paid up Share Capital as on 31<sup>st</sup> March, 2019 was INR 2,26,16,000/-. There has been no change in the equity share capital of the company during the year.

8. **DEPOSITS**

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

9. **SUBSIDIARIES, ASSOCIATED AND JOINT VENTURE COMPANIES:**

The Company does not have any subsidiary company.

10. **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Re-Appointment of Director:**

In accordance with the provisions of the Companies Act, 2013, **Mrs. Mehak Arora**, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The Board of Directors recommends their re-appointment.

**Declaration by Independent Directors:**

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Independent Directors have submitted their disclosure to the board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015. Familiarization policy for Independent Director is available on website i.e. [www.transglobetextiles.in](http://www.transglobetextiles.in)

During the Year, one Independent Meeting held for independent Directors i.e. **6<sup>th</sup> March, 2019.**

11. **Key managerial personnel:**

**Mr. Naveen Kumar**, has resigned from the post of Managing Director w.e.f 8<sup>th</sup> August, 2018.

After that, there was no appointment of Managing Director, No candidate was found for the post of Managing Director.

During the Financial year, there is no Company Secretary and Chief Financial officer in the Company.

**12. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and relevant Regulation of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholders' Relationship Committee and Risk Management Committees.

**13. MEETINGS:**

**BOARD MEETINGS**

The Board of Directors duly met Eight (8) times during the financial year from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019. The dates on which meetings were held are as follows:

**24<sup>th</sup> May 2018, 26<sup>th</sup> May 2018, 8<sup>th</sup> August 2018, 21<sup>st</sup> August 2018 and 24<sup>th</sup> August, 2018, 10<sup>th</sup> November, 2018, 14<sup>th</sup> January, 2019, 23<sup>rd</sup> January, 2019**

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligation and Disclosures requirement) Regulations, 2015/ Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Designation	Category	Number of Board Meetings		Attendance of Last AGM
			Director Entitled to attend	Director attended	
*Mr. Naveen Kumar	Managing Director	Executive	3	3	NO
*Mr. Vikash Chaubey	Director	Non Executive & Non Independent	3	3	NO
*Mr. Ram Sunder	Director	Non executive & Independent	5	5	YES
*Mr. Dharmendra Gupta	Director	Non executive & Independent	5	5	YES
Mrs. Mehak Arora	Director	Non Executive & Non-Independent	8	8	YES

**\*Mr. Naveen Kumar and Mr. Vikash Chaubey**, both resigned from the post of Directorship, w.e.f 8<sup>th</sup> August, 2018 and in place of them, **Mr. Ram Sunder and Mr. Dharmendra Gupta** appointed w.e.f 8<sup>th</sup> August, 2019.

## COMMITTEE MEETINGS:

### Audit Committee

The Audit Committee comprises three members of which two of the Committee are Independent Director. During the Year Five (5) Audit Committee Meetings were convened and held.

#### **Meetings of the Committee:**

The Committee met five (5) times on **24<sup>th</sup> May, 2018, 8<sup>th</sup> August, 2018, 24<sup>th</sup> August 2018, 10<sup>th</sup> November, 2018, 14<sup>th</sup> January, 2019** during the financial year ended March 31, 2019.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Composition of audit committee and their attendance at the meeting are as under:

Name of Members	Category/ Designation	No. of Meetings	
		Director entitled to attend	Directors attended
Mrs. Mehak Arora	Chairperson	5	5
*Mr. Ram Sunder	Member	3	3
*Mr. Dharmendra Gupta	Member	3	3
*Mr. Vikash Chaubey	Member	2	2
*Mr. Naveen Kumar	Member	2	2

**\*Mr. Vikash Chaubey** and **Mr. Naveen Kumar**, both has resigned on the meeting of Board of Director's held on 8<sup>th</sup> August, 2018 and in place of them, **Mr. Ram Sunder** and **Mr. Dharmendra Gupta**, appointed on the same Board meeting.

### Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises three members of which two of the Committee are Independent Director. During the Year Two (2) Nomination & Remuneration Committee Meetings were convened and held.

#### **Meetings of the Committee:**

The Committee met two (2) times on **8<sup>th</sup> August, 2018 and 24<sup>th</sup> August, 2018** during the financial year ended March 31, 2019.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors.

The composition of the Nomination & Remuneration Committee, their attendance at Nomination & Remuneration Committee Meetings is as under:

Name of Members	Category/ Designation	No. of Meetings	
		Director entitled to attend	Directors attended
Mrs. Mehak Arora	Chairperson	2	2
*Mr. Vikash Chaubey	Member	1	1
*Mr. Naveen Kumar	Member	1	1
*Mr. Ram Sunder	Member	1	1
*Mr Dharmendra Gupta	Member	1	1

**\*Mr. Vikash Chaubey** and **Mr. Naveen Kumar**, both has resigned on the meeting of Board of Director's held on 8<sup>th</sup> August, 2018 and in place of them, **Mr. Ram Sunder** and **Mr. Dharmendra Gupta**, appointed on the same Board meeting.

#### **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee comprises three members of which two of the Committee are Independent Director. During the Year Two (2) Stakeholders' Relationship Committee Meetings were convened and held.

#### **Scope of the Committee:**

The scope of the Shareholders/ investors Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

#### **Meetings of the Committee:**

The Committee met two (2) times on **24<sup>th</sup> May, 2018** and **10<sup>th</sup> November, 2018** during the financial year ended March 31, 2019.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors.

The Composition Stakeholders' Relationship committee and their attendance at the meeting are as under:-

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mrs. Mehak Arora	Chairperson	2	2
*Mr. Vikash Chaubey	Member	1	1
*Mr. Naveen Kumar	Member	1	1
*Mr. Ram Sunder	Member	1	1
*Mr. Dharmendra Gupta	Member	1	1

\*Mr. Vikash Chaubey and Mr. Naveen Kumar, both has resigned on the meeting of Board of Director's held on 8<sup>th</sup> August, 2018 and in place of them, Mr. Ram Sunder and Mr. Dharmendra Gupta, appointed on the same Board meeting.

#### **Risk management committee**

The Risk Management Committee comprises three members of which two of the Committee are Independent Director. During the Year Two (2) Risk Management Committee Meetings were convened and held.

#### **Scope of the Committee:**

The Committee constituted to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

#### **Meetings of the Committee:**

The Committee met two (2) times on **24<sup>th</sup> August, 2018 and 14<sup>th</sup> January, 2019** during the financial year ended March 31, 2018.

The Minutes of the Meetings of the Risk Management Committee are discussed and taken note by the board of directors.

The Composition Risk Management committee and their attendance at the meeting are as under:-

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mrs. Mehak Arora	Chairperson	2	2
Mr. Ram Sunder	Member	2	2
Mr. Dharmendra Gupta	Member	2	2

#### **SHAREHOLDERS MEETING**

There is only one Share Holder Meeting (Annual General Meeting) held on 20<sup>th</sup> September, 2018 at 01:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005.

#### **Compliance Officer:**

<b>Name of the Compliance Officer</b>	Mehak Arora
<b>Contact Details</b>	16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005
<b>E- Mail Id</b>	transglobetextiles@gmail.com

**14. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirm and submit the Director's Responsibility Statement:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31<sup>st</sup> March, 2019 on a going concern basis.
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

**15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the Financial year 2018-19, No Loans, Guarantees and Investment made. However Details of Loans, Guarantees and Investment outstanding as on 31<sup>st</sup> March 2019, are given in the Notes to the Financial Statements.

**16. INTERNAL FINANCIAL CONTROL SYSTEM**

The company has in place well defined and adequate internal controls commensurate with the size of the company and same were operating throughout the year. The company has in-house internal audit functions.

**17. DETAILS OF ESTABLISHMENT OF 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.transglobetextiles.in](http://www.transglobetextiles.in).

**18. CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is within the prescribed limit that the Paid up Share Capital of the

Company is INR 2,26,16,000/- (Rupees Two Crore Twenty Six Lakhs Sixteen Thousand Only) and Net worth is INR 1.07 Crores as on 31<sup>st</sup> March, 2019.

**19. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

The Management Discussion and Analysis Report is applicable to the company as per the Regulation 34 under SEBI (Listing Obligation and Disclosures requirements) Regulation, 2015 and annexed herewith marked as **Annexure-I**.

**20. ENHANCING SHAREHOLDER VALUE:**

Our Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders.

**21. DEMATERIALIZATION OF SHARES:**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN INE206S01017 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates 63.74% of the Company's Paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2019 and balance 36.26 % is in physical form.

**22. AUDITORS:**

**STATUTORY AUDITORS:**

At the Annual General Meeting held on 20<sup>th</sup> September, 2018, Mr. Anil Kumar, Chartered Accountants (M.No.086223) was re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting pursuant to provisions of Section 139 of the Companies Act, 2013.

Accordingly, The Board of Directors **recommends M/s. MAK & Company, Chartered Accountants (FRN-028454N)**, as statutory auditors of the Company, in place of retiring auditor, **Mr. Anil, Chartered Accountants (Membership No. 86223)**, to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the Financial year ended 31<sup>st</sup> March, 2024, at such remuneration as may be mutually decided between the Board and Auditors.

Hence, the Resolution for appointment of Auditor is placed in Notice of AGM for approval by members of the company.

A Certificate from the Auditors has been received to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

a. **Statutory Auditor's Report**

The Auditors have given an audit report on financial of 2018-19 and annexed herewith marked as ***Annexure- II***.

b. **Statutory Auditor's Observations**

The observations made by Auditor with reference to notes to account are self explanatory and need no comments.

**SECRETARIAL AUDITORS:**

The Company has appointed **M/s B Kaushik & Associates, Company Secretaries (Membership No. F9884 and C.P. No.12453)** to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report for the year 2018-19.

a. **Secretarial Auditor's Report**

The Secretarial Audit Report is annexed herewith marked as ***Annexure- III*** to this report in Form No. MR-3

b. **Secretarial Auditor's Observations**

There are some qualification in the Secretarial Audit Report (MR-3) however, We have attached ***Annexure- III*** to this report in Form No. MR-3.

**INTERNAL AUDITOR:**

The Company has appointed Ms. Heena Arya, as an Internal Auditor of the Company for the financial year 2018-19.

a. **Internal Auditor's Report & Observations**

Ms. Heena Arya placed the internal audit report to the Company.

b. **Internal Auditor's Observations**

Internal audit report self explanatory and need no comments.

23. **MAINTENANCE OF COST RECORDS**

Maintenance of Cost Audit Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company and accordingly such accounts and records are not required to be made and maintained.

Also Cost Audit is not applicable to the Company.



**24. PARTICULARS OF EMPLOYEES**

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 as amended, has been furnished herein below.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under

Sr. No.	Name of Director/KMP and Designation	% increase/decrease (-) in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director / to median remuneration of employees
1.	NIL	NIL	NIL

**Note: No sitting fees paid to Independent Directors, hence not included in the above table.**

The median remuneration of employees of the Company during the financial year was: NIL.

Average percentile increase already made in the salaries of employees is NIL. There were no permanent employees on the rolls of Company as on March 31, 2019.

Remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees

**25. HEALTH, SAFETY AND ENVIRONMENT PROTECTION:**

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

**26. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal ) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All

employees (permanent, contractual, temporary, trainees) are covered under this policy.

The policy is available on the website of the company i.e. [www.transglobetextiles.in](http://www.transglobetextiles.in)

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

- No of complaints received: NIL
- No of complaints disposed off: N.A.

**27. DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is continuously reviewed by Management of the Company,

**28. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company.

**29. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

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

**CONSERVATION OF ENERGY:**

Steps taken / impact on conservation of energy, with special reference to the following: Steps taken by the company for utilizing alternate sources of energy including waste generated: **NIL**

**TECHNOLOGY ABSORPTION:**

Efforts, in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

The Company has not taken any technical knowhow from anyone and hence not applicable.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

The Company has not imported any technology and hence not applicable.

Expenditure incurred on Research and Development: The Company has not incurred any expenditure on research and development.

**Foreign Exchange Earnings/ Outgo:**

<b>Foreign Exchange Earnings and Outgoings</b>	<b>31<sup>st</sup> March, 2019</b>	<b>31<sup>st</sup> March, 2018</b>
Earnings in Foreign Currency (FOB Value of exports)	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL

**ACKNOWLEDGEMENT:**

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

**For Trans Globe Textiles Limited**

**SD/-**

**Place: New Delhi  
Date: 24.08.2019**

**Dharmendra Gupta  
Director  
DIN: 07543296**

**SD/-**

**Mehak Arora  
Director  
DIN: 06798853**

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## **A. ECONOMIC OUTLOOK**

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale. Keeping in view the above considerations, the company chooses the business of trading in textile industry.

## **B. COMPANY OVERVIEW**

The company is engaged in supplying, trading etc. of textiles activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy

## **C. FINANCIAL PERFORMANCE**

The Company has incurred a loss of Rs. (9,33,297/-) during the year. The Directors are optimistic about future performance of the Company.

## **D. OPPORTUNITIES & THREATS:**

### **OPPORTUNITIES**

- A shift towards the market of branded ready-made garment is being observed.
- More number of emerging malls and retail industries are providing opportunities to industry's segments like handicrafts and apparels.
- There is a provision of more FDI and investment opportunities.
- Withdrawal of quota restriction is contributing immensely in market development.
- The global needs are being catered with product development.
- An upsurge in the purchasing power and disposable income of Indian customers has opened room for new market development.

### **THREATS**

- Competing with other progressing countries like China.
- Striking a balance between the quality and price of products.
- Satisfying the demands of people all across the globe and at the same time, steadily improving the quality of the products.
- Striking a balance between demand and supply.
- Environmental and international labor laws.
- Removal of quota system will fluctuate the export demand.

**E. RISK MANAGEMENT AND CONCERNS**

The company operates in the textiles industry Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls.

**F. HUMAN RESOURCE**

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

**G. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The employees are satisfied and having good relationship with the Management.

**H. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of conduct for its employees including the director. I confirm that the Company has in respect of the financial Year ended 31<sup>st</sup> March, 2019, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.

**I. DISCLOSURE OF ACCOUNTING TREATMENT**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis.

The Company has follows to continue with the period of 1<sup>st</sup> day of April to 31<sup>st</sup> day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

**J. CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

**INDEPENDENT AUDITORS' REPORT**

To,  
The Members of Trans Globe Textiles Limited  
**Report on the audit of the financial statements**

**Opinion**

I have audited the financial statements of Trans Globe Textiles Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit (or Loss) Loss Amount of Rs. 9,33,297/- and cash out flows for the year ended on that date.

**Basis for opinion**

I conducted my audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of my report. I am independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Act and the rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the code of ethics.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion

**Key audit matters**

In addition to the matter described in the Material Uncertainty Related to Going Concern section, I have determined the matters described below to be the key audit matters to be communicated in my report.

- (A) **Adoption of new revenue recognition standard Ind AS 115 (This is added only for illustrative purposes and the auditor has to decide the most significant matter and modify this section accordingly)**



### **Details of the Key Audit Matter**

The Company adopted Ind AS 115 “Revenue from Contracts with Customers” with effect from April 1, 2018. The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations and point of recognition of revenue.

Ind AS 115 also requires extensive disclosures.

### **Auditors’ Response to the Key Audit Matter**

I assessed the Company’s process to identify the impact of adoption of the new revenue accounting standard (Ind AS 115).

My audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

(a) Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.

(b) Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price.

(c) Selected a sample of continuing and new contracts and performed the following procedures:

- Read, analyzed and identified the distinct performance obligations in these contracts.
- Compared these performance obligations with that identified and recorded by the Company.
- Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
- Performed analytical procedures for reasonableness of revenue recognition as per Ind AS 115.

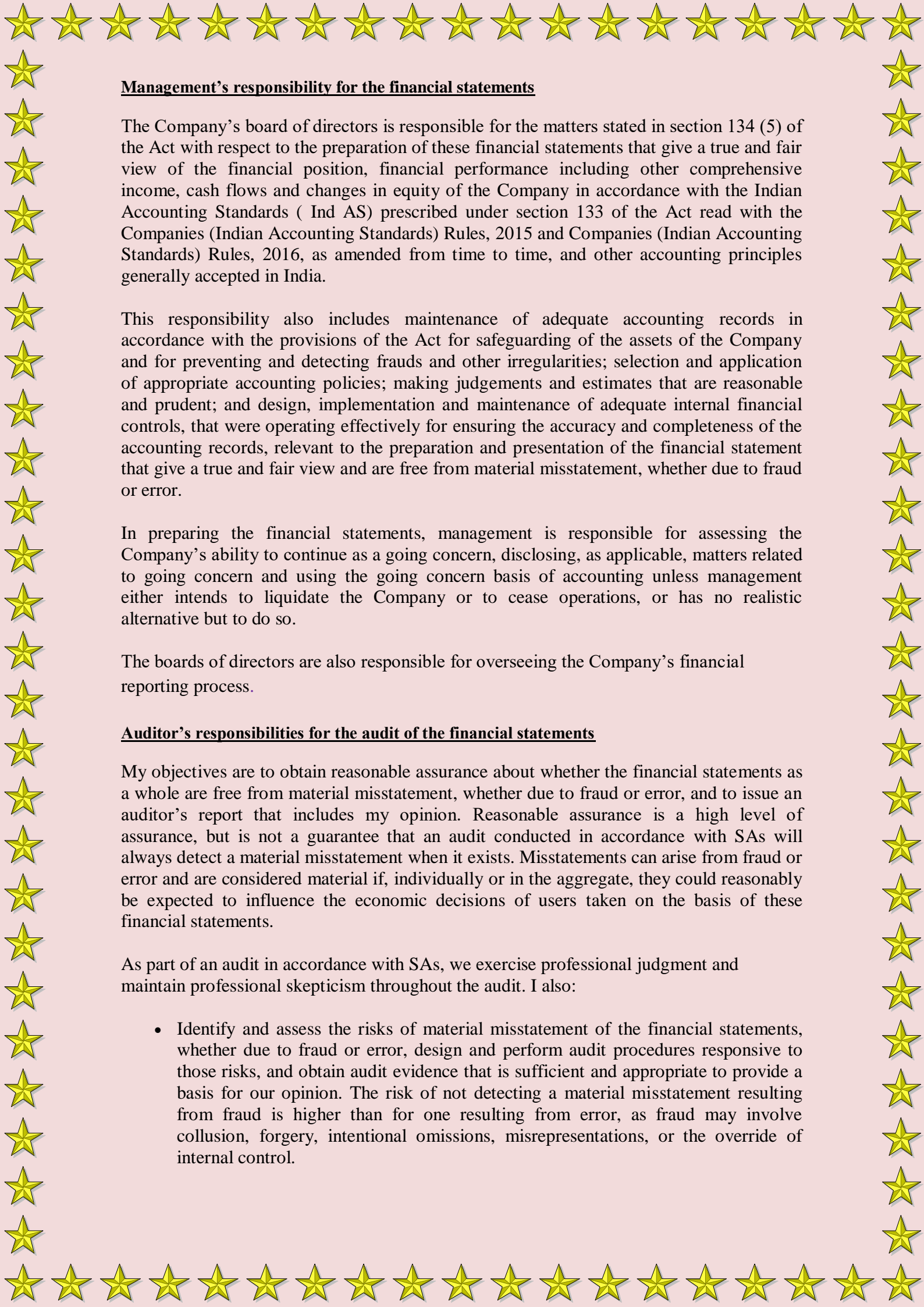
### **Information other than the financial statements and auditors’ report thereon**

The Company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure’s to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

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

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

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.



## **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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards ( Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The boards of directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's responsibilities for the audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, I give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit;
- (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my 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 the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

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

**CA. ANIL KUMAR**  
**(CHARTERED ACCOUNTANTS)**  
**M.NO : 086223**

**PLACE: NEW DELHI**  
**DATE: 03.05.2019**

**Annexure "A" to the Independent Auditor's Report\***

**(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Trans Globe Textiles Limited of even date)**

<b><u>1.</u></b>	<b><u>In respect of the Company's fixed assets:</u></b>
	<b><u>(a)</u></b> <u>The Company does not have any fixed assets as such and therefore the provision of paragraph 1 is not applicable to the company during the year under report;</u>
<b><u>2.</u></b>	The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
<b><u>3.</u></b>	According to information and explanation given to me, the company has granted interest free loan unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
<b><u>4.</u></b>	In my opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
<b><u>5.</u></b>	In my opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
<b><u>6.</u></b>	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
<b><u>7.</u></b>	<b><u>In respect of statutory dues:</u></b>
	<b><u>(a)</u></b> According to the information and explanations given to me and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, Cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
	According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

	(b) According to the information and explanations given to me and the records of the company examined by me, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
<b>8</b>	In my opinion and according to the information and explanations given to me, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
<b>9.</b>	The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
<b>10.</b>	To the best of my knowledge and according to the information and explanations given to me, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
<b>11.</b>	In my opinion and according to the information and explanations given to me, the Company has not paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
<b>12.</b>	The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
<b>13.</b>	According to the information and explanations given to me and based on my examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
<b>14</b>	According to the information and explanations given to me and based on my examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
<b>15</b>	According to the information and explanations given to me and based on my examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
<b>16</b>	According to the information and explanations given to me and based on my examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**CA. ANIL KUMAR**  
**(CHARTERED ACCOUNTANTS)**  
**M.NO: 086223**  
**PLACE: NEW DELHI**  
**DATE: 03.05.2019**



**Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Trans Globe Textiles Limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

I have audited the internal financial controls over financial reporting of Trans Globe Textiles Limited (“the Company”) as at March 31, 2019, in conjunction with my audit of the financial statements of the Company for the year ended on that date.

**Management’s responsibility for internal financial controls**


The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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**

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were established and maintained and if such controls operated effectively in all material respects.

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

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my audit opinion on the Company’s internal financial control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **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 or 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 my opinion and according to the information and explanations given to me, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**CA. ANIL KUMAR**  
**(CHARTERED ACCOUNTANTS)**  
**M.NO: 086223**

**PLACE: NEW DELHI**  
**DATE: 03.05.2019**

**TRANS GLOBE TEXTILES LIMITED**  
**16/121-122, JAIN BHAWAN, FIRST FLOOR, FAIZ ROAD, W.E.A KAROL BAGH,**  
**NEW DELHI-110005**  
**Balance Sheet As at 31.03.2019**

(₹ in '000)

Particulars	Note No.	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018	AS AT 1ST APRIL, 2017
1	2	3	4	5
<b>(1) ASSETS</b>				
<b>Non-current assets</b>		-	-	-
(a) Property, Plant and Equipment		-	-	-
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other Intangible assets		-	-	-
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than bearer plants		-	-	-
(h) Financial Assets		-	-	-
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Loans	3	6,584	6,579	6,579
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)		-	-	-
(j) Other non-current assets	4	698	1,396	2,094
<b>(2) Current assets</b>		-	-	-
(a) Inventories	5	1,976	1,976	2,235
(b) Financial Assets		-	-	-
(i) Investments		-	-	-
(ii) Trade receivables	6	1,255	1,721	-
(iii) Cash and cash equivalents	7	384	447	562
(iv) Bank balances other than (iii) above	8	153	162	185
(v) Loans		-	-	-
(vi) Others (to be specified)		-	-	-
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		-	-	-
<b>Total Assets</b>		<b>11,050</b>	<b>12,280</b>	<b>11,655</b>

Cont.....

<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	9	22,616	22,616	22,616
(b) Other Equity	10	(12,676)	(11,743)	(11,023)
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities		-	-	-
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-	-
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)		-	-	-
(d) Other non-current liabilities		-	-	-
<b>Current liabilities</b>				
(a) Financial Liabilities		-	-	-
(i) Borrowings		-	-	-
(ii) Trade payables	11	1,062	1,374	-
(iii) Other financial liabilities (other than those specified in item (c))		-	-	-
(b) Other current liabilities	12	48	33	62
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		-	-	-
<b>Total Equity and Liabilities</b>		<b>11,050</b>	<b>12,280</b>	<b>11,655</b>

See accompanying notes to the financial statements 1

IN TERMS OF MY REPORT OF EVEN DATE ANNEXED

FOR AND ON BEHALF OF  
TRANS GLOBE TEXTILES LIMITED

CA. ANIL KUMAR  
(CHARTERED ACCOUNTANT)  
M.NO: 086223

RAM SUNDER  
(DIRECTOR)  
DIN: 06977834

DHARMENDRA GUPTA  
(DIRECTOR)  
DIN : 07543296

PLACE : NEW DELHI  
DATE : 03.05.2019



## STATEMENT OF CHANGES IN EQUITY

TRANS GLOBE TEXTILES LIMITED

16/121-122, JAIN BHAWAN, FIRST FLOOR, FAIZ ROAD, W.E.A KAROL BAGH,  
NEW DELHI-110005

Statement of Changes in Equity for the period ended 31.03.2019

(₹ in '000)

## A. Equity Share Capital

PARTICULAR	No. Of Shares	Amount of Shares
As at 01st April,2017	2,261,600	22,616
Changes in equity share capital during the year	-	-
As at 31st March,2018	2,261,600	22,616
Changes in equity share capital during the year	-	-
As at 31st March,2019	2,261,600	22,616

## B. Other Equity

PARTICULAR	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings								
As at 01st April 2017	-	-	-	15,250	-	(26,274)	-	-	-	-	-	-	-	(11,023)
Profit for the year	-	-	-	-	-	(719)	-	-	-	-	-	-	-	(719)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2018	-	-	-	15,250	-	(26,993)	-	-	-	-	-	-	-	(11,743)
profit for the year	-	-	-	-	-	(933)	-	-	-	-	-	-	-	(933)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2019	-	-	-	15,250	-	(27,926)	-	-	-	-	-	-	-	(12,676)

IN TERMS OF MY REPORT OF EVEN DATE ANNEXED

FOR AND ON BEHALF OF  
TRANS GLOBE TEXTILES LIMITEDCA. ANIL KUMAR  
(CHARTERED ACCOUNTANT)  
M.NO: 086223RAM SUNDER  
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DIN: 06977834DHARMENDRA GUPTA  
(DIRECTOR)  
DIN : 07543296PLACE : NEW DELHI  
DATE : 03.05.2019

**TRANS GLOBE TEXTILES LIMITED**  
**16/121-122, JAIN BHAWAN, FIRST FLOOR, FAIZ ROAD, W.E.A KAROL BAGH,**  
**NEW DELHI-110005**  
**Statement of Profit and Loss for the period ended 31.03.2019**

(₹ in '000)

S.N	Particulars	Note No.	YEAR ENDED 31ST MARCH 2019	YEAR ENDED 31ST MARCH 2018
I	Revenue From Operations	13	-	2,268
II	Other Income		-	-
III	Total Income (I+II)		-	2,268
IV	<b>EXPENSES</b>			
	Cost of materials consumed	14	-	1,743
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	15	-	260
	Stock-in -Trade and work-in-progress		-	-
	Employee benefits expense	16	9	14
	Finance costs		-	-
	Depreciation and amortization expense		-	-
	Other expenses	17	924	972
	Total expenses (IV)		933	2,988
V	Profit/(loss) before exceptional items and tax (I- IV)		(933)	(719)
VI	Exceptional Items		-	-
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>(933)</b>	<b>(719)</b>
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) MAT Credit Entitlement		-	-
	(3) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		<b>(933)</b>	<b>(719)</b>
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		<b>(933)</b>	<b>(719)</b>

Cont.....

	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
XIV	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		-	-
	Earnings per equity share (for continuing operation):			
XVI	(1) Basic		(0.41)	(0.32)
	(2) Diluted		(0.41)	(0.32)
	Earnings per equity share (for discontinued operation):			
XVII	(1) Basic		-	-
	(2) Diluted		-	-
	Earnings per equity share(for discontinued & continuing operations)			
XVIII	(1) Basic		(0.41)	(0.32)
	(2) Diluted		(0.41)	(0.32)

**See accompanying notes to the financial statements**

IN TERMS OF MY REPORT OF EVEN DATE ANNEXED

FOR AND ON BEHALF OF  
TRANS GLOBE TEXTILES LIMITED

CA. ANIL KUMAR  
(CHARTERED ACCOUNTANT)  
M.NO: 086223

RAM SUNDER  
(DIRECTOR)  
DIN: 06977834

DHARMENDRA GUPTA  
(DIRECTOR)  
DIN : 07543296

**PLACE : NEW DELHI**  
**DATE : 03.05.2019**

**TRANS GLOBE TEXTILES LIMITED**16/121-122, JAIN BHAWAN, FIRST FLOOR, FAIZ ROAD, W.E.A KAROL BAGH,  
NEW DELHI-110005

Statement of Cash Flows for the year ended 31.03.2019

(₹ IN LACS)

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
<b>Cash flows from operating activities</b>		
Profit before taxation	(9.33)	(7.19)
Adjustments for:		
Depreciation & Amortization	6.98	6.98
Profit / (Loss) on the sale of property, plant & equipment		
<b>Working capital changes:</b>		
(Increase) / Decrease in trade and other receivables	(2.97)	13.45
(Increase) / (Decrease) in inventories	-	2.60
Increase / (Decrease) in trade payables	4.60	(17.21)
Cash generated from operations		
Interest paid		
Income taxes paid	-	-
Dividends paid		
<b>Net cash from operating activities</b>	<b>(0.72)</b>	<b>(1.38)</b>
<b>Cash flows from investing activities</b>		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment		
Proceeds from sale of equipment		
<b>Net cash used in investing activities</b>	<b>-</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of share capital		
Proceeds from long-term borrowings		
<b>Net cash used in financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase in cash and cash equivalents</b>	<b>(0.72)</b>	<b>(1.38)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>6.09</b>	<b>7.47</b>
<b>Cash and cash equivalents at end of period</b>	<b>5.37</b>	<b>6.09</b>

IN TERMS OF MY REPORT OF EVEN DATE ANNEXED

FOR AND ON BEHALF OF  
TRANS GLOBE TEXTILES LIMITEDCA. ANIL KUMAR  
(CHARTERED ACCOUNTANT)  
M.NO: 086223RAM SUNDER  
(DIRECTOR)  
DIN: 06977834DHARMENDRA GUPTA  
(DIRECTOR)  
DIN : 07543296PLACE : NEW DELHI  
DATE : 03.05.2019

## **Note 1: COMPANY INFORMATION**

Trans Globe Textiles Limited is a public limited company (The Company) having registered office at 16/121-122, Jain Bhawan, First Floor, Faiz Road, W.E.A Karol Bagh, New Delhi-110005. The Company is listed on the MSEI (Metropolitan Stock Exchange of India Limited). The company is engaged in trading in fabric and investment activities. We believe that we are well placed to leverage on the growth opportunities in the economy.

## **Note 2: BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES**

### **2.1 Basis of Preparation and Measurement**

#### **(a) Basis for preparation of Accounts:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements. The financial statements of the Company for the year ended 31st March, 2019 were approved for issue in accordance with the resolution of the Board of Directors 03<sup>rd</sup> May, 2019.

#### **(b) Current - Non Current classification**

All assets and liabilities are classified into current and non-current as per company normal accounting cycle.

##### **Assets**

An asset is classified as current when it satisfies any of the following criteria:

- 1) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- 2) it is held primarily for the purpose of being traded;
- 3) it is expected to be realized within 12 months after the reporting date; or

4) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

### **(ii) Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- 1) it is expected to be settled in the company's normal operating cycle;
- 2) it is held primarily for the purpose of being traded;
- 3) it is due to be settled within 12 months after the reporting date; or
- 4) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity Instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

"Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

### **(c) Basis of measurement**

These financial statements are prepared under the historical cost convention unless otherwise indicated.

### **(d) Key Accounting Estimates and Judgements**

#### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

### **(e) Investments:**

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

**(f) Cash and Cash Equivalents:**

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

**(g) Trade Receivables and Loans:**

Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

**(h) Provisions and Contingent Liabilities:**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**(I) Revenue Recognition:**

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc.

Interest income is recognized using the effective interest rate (EIR) method. Dividend income on investments is recognised when the right to receive dividend is established.

**(j) Expenditure:**

Expenses are accounted on accrual basis.

**(k) Income Taxes:**

Income tax expense for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in current tax expense.

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognized based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

**(l) Employee Benefits**

No provision of retirement benefits of employees such as leave encashment, gratuity has been made during the year by the company. The same shall be accounted for as and when arises.



## Notes to Financial Statements

### NOTE 3: LONG TERM LOAN & ADVANCES

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
<b>Capital Advances</b>			
Advances Against Property	6,553	6,553	6,553
<b>Other Loans &amp; Advances</b>			
Security deposit	5	5	5
MAT Credit Entitlement	21	21	21
Advance TDS	5	-	-
<b>Total</b>	<b>6,584</b>	<b>6,579</b>	<b>6,579</b>

### NOTE 4: OTHER NON CURRENT ASSETS

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
(To The Extent Not Written Off or Adjusted)			
<b>Preliminary &amp; Pre Operative Expenses</b>			
Opening Balance	1,396	2,094	2,792
Less: Written Off During The Year	698	698	698
<b>Total</b>	<b>698</b>	<b>1,396</b>	<b>2,094</b>

### NOTE 5: INVENTORIES

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
<b>Stock Held In fabrics</b>			
Fabrics	1,976	1,976	2,235
<b>Total</b>	<b>1,976</b>	<b>1,976</b>	<b>2,235</b>

### NOTE 6: TRADE RECEIVABLES

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
Destination Texofab Private Limited	1,255	1,721	-
<b>Total</b>	<b>1,255</b>	<b>1,721</b>	<b>-</b>

### NOTE 7: CASH & CASH EQUIVALENTS

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
Cash in Hand	384	447	562
<b>Total</b>	<b>384</b>	<b>447</b>	<b>562</b>

### NOTE 8: BANK BALANCES

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
<b>Bank balance with Current Account</b>			
HDFC BANK	17	17	18
IDBI BANK	18	18	15
UNION BANK OF INDIA	103	103	103
OBC BANK	14	23	50
<b>Total</b>	<b>153</b>	<b>162</b>	<b>185</b>



## Notes to Financial Statements

### NOTE 11: TRADE PAYABLES

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
<b>Current Liabilities:</b>			
DHSL Textiles (India) Limited	625	1,374	-
India Stuff yarn Limited	437	-	-
<b>Grand Total</b>	<b>1,062</b>	<b>1,374</b>	<b>-</b>

### NOTE 12 : EXPENSES PAYABLE

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 1ST APRIL 2017
<b>Current other Liabilities:</b>			
Advertisement Expenses	-	-	16
Audit Fees	14	14	14
Legal & professional Charges	20	20	20
Listing Fees	-	-	-
NSDL Fees	-	-	-
Printing Payable	15	-	13
Postage Expenses Payable	-	-	-
TDS Payable	-	-	-
Telephone expenses	-	-	0
<b>Total</b>	<b>48</b>	<b>33</b>	<b>62</b>

### NOTE 13: REVENUE FROM OPERATION

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Sale of Trading Goods	-	2,268
<b>Total</b>	<b>-</b>	<b>2,268</b>

### NOTE 14 COST OF MATERIAL CONSUMED

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Purchases of Trading goods	-	1,743
<b>Total</b>	<b>-</b>	<b>1,743</b>

### NOTE 15: CHANGE IN INVENTORIES OF FINISHED GOODS

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Balance at the beginning of the year	1,976	2,235
Balance at the Closing of the year	1,976	1,976
<b>Total</b>	<b>-</b>	<b>260</b>

## Notes to Financial Statements

### NOTE 16: EMPLOYEE BENEFIT EXPENSES

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Salary Expenses	9	14
<b>Total</b>	<b>9</b>	<b>14</b>

### NOTE 17: OTHER EXPENSES

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Advertisement Expenses	18	15
AGM Expenses	2	1
Audit Remuneration	14	26
Bank Charges	3	1
CDSL Custodial Fees	11	
Conveyance	8	39
Interest Paid on tax	-	-
Legal & Professional charges	32	20
Listing Compliance Charges	65	64
Meeting expenses	2	4
NSDL Custodial Fees	1	-
Other Community Expenses	3	-
General Expenses	-	4
Preliminary Exp w/off	698	698
Postal charges	13	12
Printing & Stationery	15	31
ROC Compliance Charges	5	4
Stamp Dupty	34	34
Telephone Expenses	1	6
Website Expenses	1	14
<b>Total</b>	<b>924</b>	<b>972</b>

19. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.

20. In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.

21. The company's business activity falls within single primary/secondary business segment viz. Finance Activity. The disclosure requirement of IND AS-108 "Segment Reporting" issued by the Institute of chartered Accountants of India, therefore is not applicable.

**22. Related Party Disclosure:**

As per IND AS-24, on related Party disclosure issued by the Institute of chartered Accountants of India, there is no related party transaction recognized during the year.

23. Earnings per Share "IND AS-33" issued by the Institute of chartered Accountants of India:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(A) Profit after taxation as Statement of Profit and Loss (in `)	(9,33,297)	(7,19,279)
(B) Weight Average number of equity Shares outstanding during the year	22,61,600	22,61,600
(C) Nominal value of Equity shares (in `)	10.00	10.00
(D) Basic Earnings per Share	(0.41)	(0.32)
(E) Diluted Earnings per share	(0.41)	(0.32)

24. There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31<sup>st</sup> March 2019. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

**IN TERMS OF MY REPORT OF EVEN DATE ANNEXED.**

**FOR AND ON BEHALF OF  
TRANS GLOBE TEXTILES LIMITED.**

**CA. ANIL KUMAR  
(CHARTERED ACCOUNTANT)  
M.NO: 086223**

**RAM SUNDER  
(DIRECTOR)  
DIN: 06977834**

**DHARMENDRA GUPTA  
(DIRECTOR)  
DIN: 07543296**

**PLACE: NEW DELHI  
DATE: 03.05.2019**

## FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

### 1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
- (e) Justification for entering into such contracts or arrangements or transactions: NIL
- (f) Date of approval by the Board: NIL
- (g) Amount paid as advances: NIL
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

### 2. Details of material contracts or arrangement or transactions at arm's length basis

Sl. No.	Names of the related party and nature of relationship	Nature of contracts/arrangements /transaction	Duration of contracts/arrangements /transaction	Salient terms of the contracts or arrangements or transactions including the value	Date of approval by the Board, if any	Amount paid as advances if any
	NIL		NIL		NIL	

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2019**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the**  
**Companies (Appointment and Remuneration Personnel) Rules, 2014]**

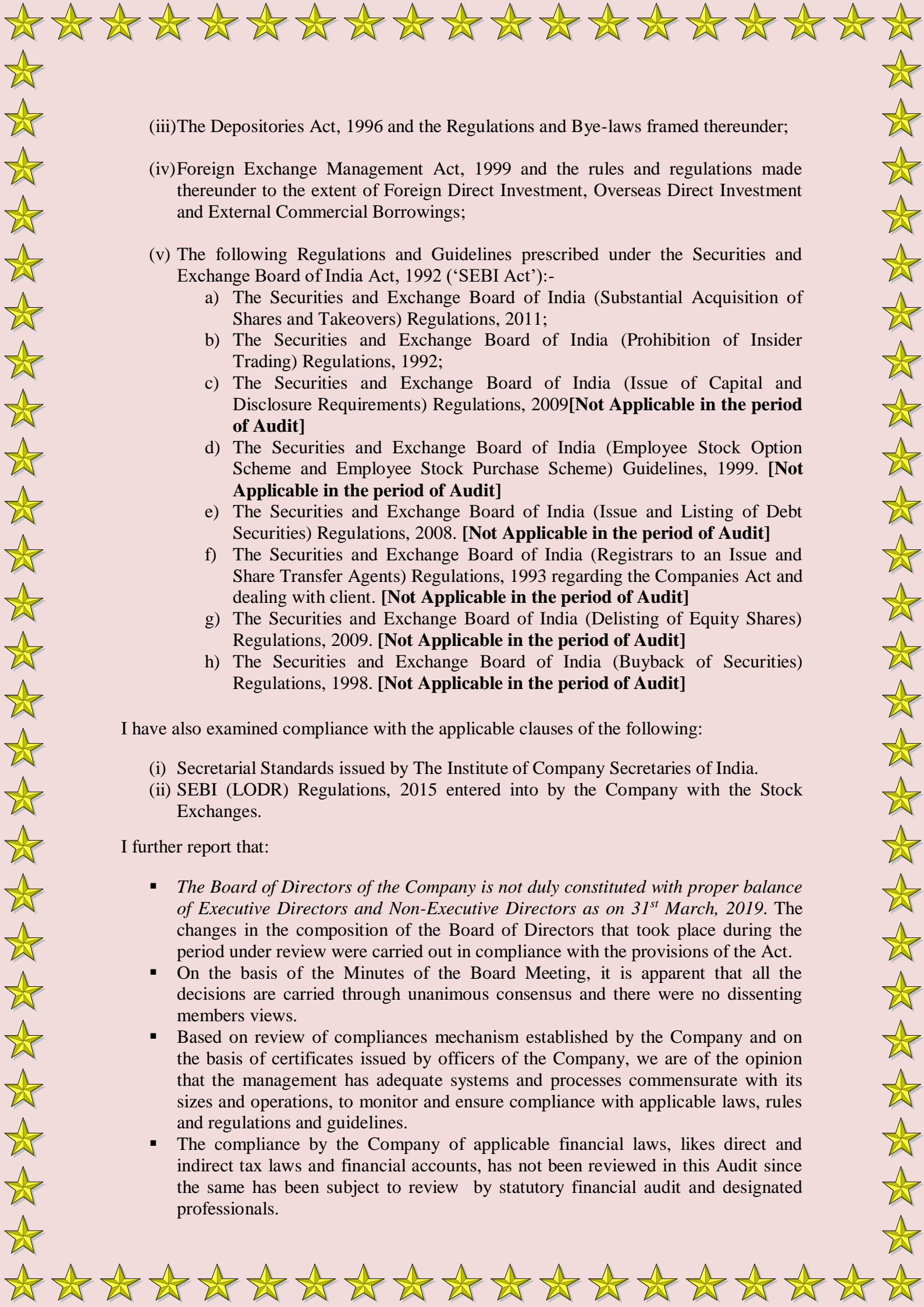
To,  
The Members,  
**Trans Globe Textiles Limited**  
(L51909DL1995PLC064680)  
16/121-122, Jain Bhawan, First Floor,  
Faiz Road, W.E.A Karol Bagh,  
New Delhi-110005.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/sTrans Globe Textiles Limited (L51909DL1995PLC064680)**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/sTrans Globe Textiles Limited (L51909DL1995PLC064680)** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/sTrans Globe Textiles Limited (L51909DL1995PLC064680)** ("the Company") for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and rule made thereunder;
  - a) *The Company has not complied with the provision of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer, Managing Director and Company Secretary during the audit period;*
  - b) *The Company has not complied with the provision of Section 173(3) of the Companies Act, 2013 read with The Companies (Meeting of Board and its Power) Rules, 2014 for maintaining the proof of Sending Notice & Agenda of Board Meeting to its Directors.*
  
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- 
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **[Not Applicable in the period of Audit]**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **[Not Applicable in the period of Audit]**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **[Not Applicable in the period of Audit]**
  - f) 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. **[Not Applicable in the period of Audit]**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **[Not Applicable in the period of Audit]**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **[Not Applicable in the period of Audit]**

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) SEBI (LODR) Regulations, 2015 entered into by the Company with the Stock Exchanges.

I further report that:

- *The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors and Non-Executive Directors as on 31<sup>st</sup> March, 2019. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.*
- On the basis of the Minutes of the Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members views.
- Based on review of compliances mechanism established by the Company and on the basis of certificates issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its sizes and operations, to monitor and ensure compliance with applicable laws, rules and regulations and guidelines.
- The compliance by the Company of applicable financial laws, likes direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same has been subject to review by statutory financial audit and designated professionals.



- *The Company has not complied with Regulation 6 of SEBI (LODR) Regulation, 2015 for appointment of Qualified Company Secretary as Compliance Officer.*

I further report that during the audited financial year the Board has considered the Amalgamation scheme of **M/s Trans Globe Textiles Limited (Transferor Company)** with **M/s India Stuff Yarn Limited (Transferee Company)** at their Board Meeting.

**For and on behalf of  
M/s B. Kaushik & Associates  
(Company Secretary)**

**Bhupendra Kaushik  
(Company Secretary)  
M. No. F9884  
C.P. No.-12453**

**Date: 22<sup>nd</sup> August, 2019  
Place: New Delhi**

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31<sup>st</sup> March, 2019.**

[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:**

i.	<b>CIN</b>	L51909DL1995PLC064680
ii.	<b>Registration Date</b>	24/01/1995
iii.	<b>Name of Company</b>	TRANS GLOBE TEXTILES LIMITED (Formerly known as ROHIT TISSUE LIMITED)
iv.	<b>Category of Company</b>	Company Limited by shares
v.	<b>Sub-Category of Company</b>	Indian Non-Government Company
vi.	<b>Address of Company</b>	16/121-122, Jain Bhawan, First Floor, Faiz Road, W.E.A Karol Bagh, New Delhi- 110005
vii.	<b>Listed/Unlisted</b>	Listed
viii.	<b>Name &amp; Address of RTA</b>	Bigshare services Pvt. Ltd. 302 Kushal Bazar, 32-33, Nehru Place, New Delhi - 110019

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

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

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Dealing in Wholesale of Textiles	51900	100%

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

S.N.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
NIL					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)**

**i. Category-wise share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.	617604	-	617604	27.30	617604	-	617604	27.30	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	800	267400	268200	11.85	800	267400	268200	11.85	-

ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	823196	552600	1375796	60.83	823196	552600	1375796	60.83	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	1441600	820000	2261600	100	1441600	820000	2261600	100	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1441600	820000	2261600	100	1441600	820000	2261600	100	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1441600</b>	<b>820000</b>	<b>2261600</b>	<b>100</b>	<b>1441600</b>	<b>820000</b>	<b>2261600</b>	<b>100</b>	<b>-</b>

## ii. Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-

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

Particulars	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 Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	-	-	-	-

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

Particulars	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	977704	43.23	977704	43.23
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	977704	43.23	977704	43.23

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

Particulars	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	45000	1.90	45000	1.90
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	40000	1.85	40000	1.85
At the End of the year	85000	3.75	85000	3.75

**V. INDEBTEDNESS**

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

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole -time Directors and / or Manager: NAVEEN KUMAR\* (MANAGING DIRECTOR)

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	-----	-----	-----	
1.	Gross Salary  (a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961 (b) Value of perquisites u/s 17(2) Income tax Act, 1961 (c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission  - As % of profit - others, Specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

**\*Mr. Naveen Kumar**, has resigned on the meeting of Board of Director's held on 8<sup>th</sup> August, 2018.

### B. Remunerations to others Director

	Particulars of Remuneration	Name of Director				Total Amount
		----	-----	-----	-----	
	1. Independent Directors  • Fee for attending board committee meetings • Commission • Others, Please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
	2. Other Non – Executive Directors  • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-

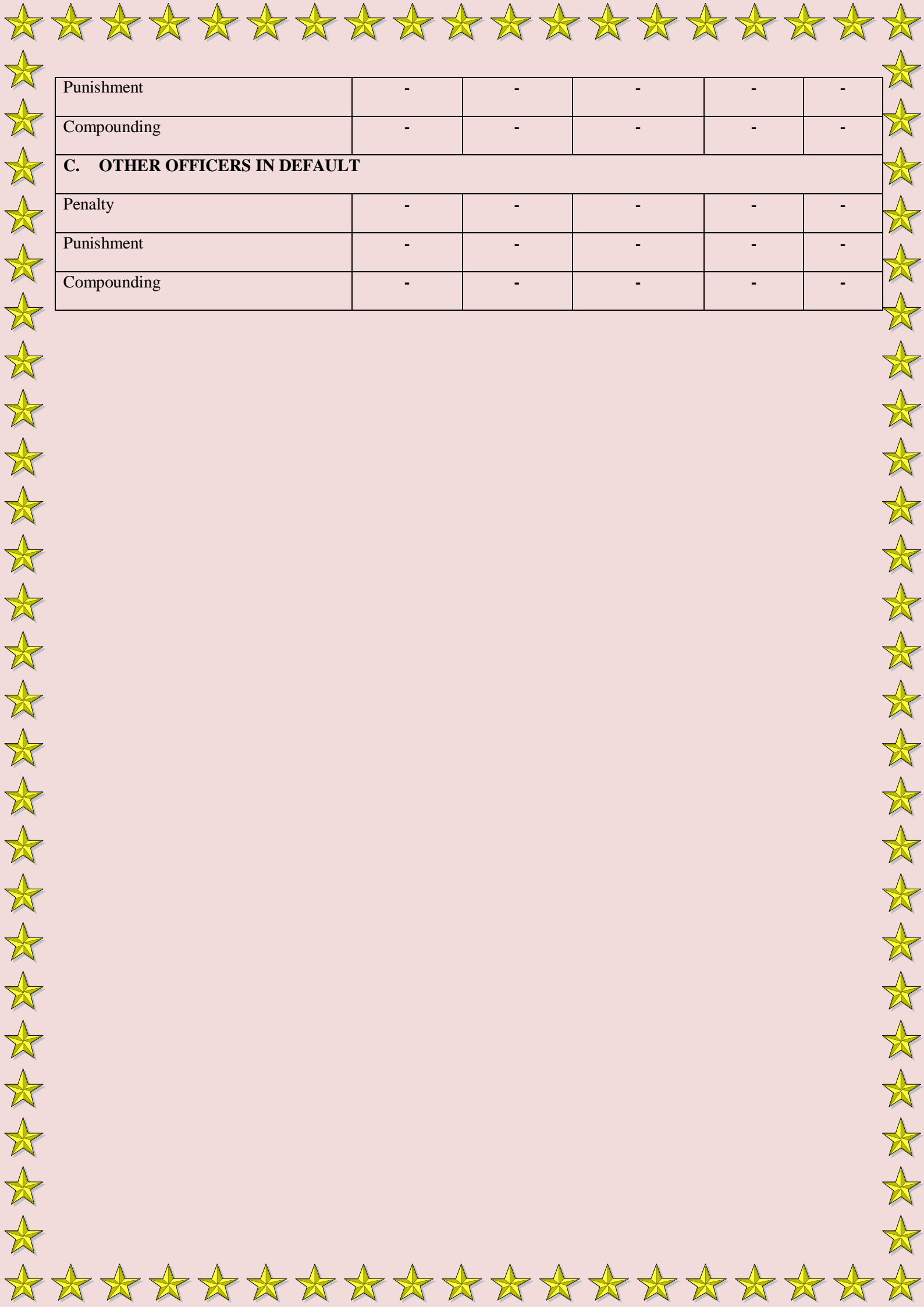
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SL. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others specify.....	-	-	-	-
5.	Others, Please specify	-	-	-	-
	<b>Total</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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding					
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-



Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



# **TRANS GLOBE TEXTILES LIMITED**

**Regd. Office:** 16/121-122, Jain Bhawan, First Floor, Faiz Road,  
W.E.A Karol Bagh, New Delhi- 110005

**CIN:** L51909DL1995PLC064680, **Ph. No.:** 011-23637431

**E-mail Id:** [transglobetextiles@gmail.com](mailto:transglobetextiles@gmail.com); **Website:** [www.transglobetextiles.in](http://www.transglobetextiles.in)

## **ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 25th Annual General Meeting of the Company being held on Monday, 23<sup>rd</sup> Day of September, 2019 at 2:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, Delhi-110005 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. Please note that no gifts will be distributed at the meeting.

# **TRANS GLOBE TEXTILES LIMITED**

**Regd. Office:** 16/121-122, Jain Bhawan, First Floor, Faiz Road,  
W.E.A Karol Bagh, New Delhi- 110005

**CIN:**L51909DL1995PLC064680, **Ph. No.:** 011-23637431

**E-mail Id:** [transglobetextiles@gmail.com](mailto:transglobetextiles@gmail.com); **Website:** [www.transglobetextiles.in](http://www.transglobetextiles.in)

## **Form No. MGT-11 Proxy form**

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

**CIN:** L51909DL1995PLC064680

**Name of the company:** Trans Globe Textiles Limited

**Registered office:** 16/121-122, Jain Bhawan, First Floor, Faiz Road, W.E.A Karol Bagh,  
Delhi- 110005

Name of Member(s) :  
Registered address :  
E-mail Id :  
Folio No/ Client Id:  
DP ID :

I/We, being the member (s) of .....having shares of the above named company,  
hereby appoint

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

3. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on Monday, 23rd Day of September, 2019 at 02:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolutions</b>	
<b>Ordinary Business</b>	
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2019.
2	Ordinary Resolution that Mrs. Mehak Arora, retires by rotation and being eligible for re-appointment, as a Director of the Company.
3	Ordinary Resolution for the appointment of M/s MAK & Company, Chartered Accountants (FRN -028454N), be and are hereby appointed as statutory auditors of the company, in place of retiring auditor Mr. Anil Kumar, Chartered Accountant (Membership No. 86223) to hold office from the conclusion of this Annual General Meeting until the conclusion of 30 <sup>th</sup> Annual General Meeting (AGM) of the company to be held in the F.Y ended on 31 <sup>st</sup> March, 2024 on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

Signed this ..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*