

To,  
Listing Department,  
Metropolitan Stock Exchange of India Ltd.  
Vibgyor Towers, 4<sup>th</sup> Floor, Plot No C-62,  
Opp. Trident Hotel, Bandra-Kurla Complex,  
Bandra- East, Mumbai: 400098.

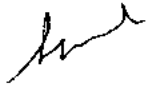
Respected Sir/Madam,

**Sub: Annual Report for the F.Y. 2019-20**

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 26<sup>th</sup> Annual General Meeting along with Annual Report of the Company for the F.Y. 2019-20.

The above is for your intimation and record.

**For: DEEPJYOTI TEXTILES LIMITED**



Sanjay G. Mundra  
(Director)

Date : 26/11/2020

Encl: Annual Report



# DEEPJYOTI TEXTILES LIMITED

ANNUAL REPORT 2019-20



**GENERAL INFORMATION**

<b>Board of Directors</b>	:	Sanjay Gopallal Mundra Manjusha Sanjay Mundra Rajendra B. Choudhary Sunil P. Diwate Gopallal Mundra	Whole-time Director Whole-time Director Independent Director Independent Director Independent Director (Demised on 02.03.2020)
<b>Company Secretary &amp; Compliance Officer</b>	:	Mantosh H. Vishwakarma	
<b>Chief Financial Officer</b>	:	Harilal C. Pillai	
<b>Statutory Auditors</b>	:	M/s. R. K. Malpani & Co Chartered Accountant Address: 329/2627, Motilal Nagar No.2, Opp. Bangur Nagar Police Chowky, Link Road, Goregaon (W), Mumbai – 400104. Tel.: 022-28750957 E-Mail: ca_rkmc@rediffmail.com	
<b>Bankers</b>	:	HDFC Bank Canara Bank	
<b>Registered Office</b>	:	‘Chez Nous“, Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India. Tel:-022-26204255 E-Mail:- sanjayvanijya1@gmail.com Website: www.djtextiles.co.in.	
<b>Registrar and Share Transfer Agent</b>	:	Maheshwari Datamatics Pvt. Ltd 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001, West Bengal, India. Tel: 033 22435029 / 22482248 Fax : 033 22484787 Email Id: <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a> Website: <a href="http://www.mdpl.in">www.mdpl.in</a>	

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**NOTICE**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of Deepjyoti Textiles Limited will be held at its Registered Office at "Chez Nous", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India, on Monday, December 21, 2020 at 11:30 AM (IST), on social distancing basis due to Covid-19 pandemic, to transact the following business:

**Ordinary Business:****1. Adoption of Financial Statements:**

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended March 31, 2020, together with the Reports of the Board of Directors and Auditor's thereon.

**2. Appointment of Mr. Sanjay Gopallal Mundra as director liable to retire by rotation**

To appoint a Director in place of Mr. Sanjay Gopallal Mundra (*DIN: 01205282*), who retires by rotation and being eligible, offers himself for re-appointment.

**3. Ratify the appointment of M/s. R. K. Malpani & Co., Chartered as a statutory auditors of the Company:**

To ratify the appointment of M/s. R. K. Malpani & Co., Chartered Accountants (Firm Registration No. 124198W), as statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), pursuant to the recommendations of the audit committee and pursuant to the resolution passed by the members at the 23<sup>rd</sup> Annual General Meeting held on September 30, 2017, the appointment of M/s. R. K. Malpani & Co., Chartered Accountants (Firm Registration No. 124198W) as the statutory auditors of the Company to hold office till the conclusion of the 28<sup>th</sup> consecutive AGM to be held in the financial year 2021-22, is hereby ratified for the financial year 2020-21."

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year 2020-21, as may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors."

**By Order of the Board**

**For, Deepjyoti Textiles Limited**

**Place: Mumbai**  
**Date: November 12, 2020**

**Sanjay Mundra**  
**(Whole – time Director)**  
**[DIN: 01205282]**

**Registered Office:**

"Chez Nous", Flat No. 1, Gulmohar Cross Road No 7,  
J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

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

2. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, December 15, 2020 to Monday, December 21, 2020** (both days inclusive).
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM. Also shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
6. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for items of Special Businesses is annexed herewith.
9. The Annual Report 2019-20, the Notice of the 26<sup>th</sup> AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode of dispatch.
10. Members may also note that the Notice of the 26<sup>th</sup> AGM and the Annual Report 2019-20 will be available on the Company's website, [www.djtextiles.co.in](http://www.djtextiles.co.in).
11. If the members have any queries on the Audited Accounts, Boards' Report & Auditor's Report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
15. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
16. Members are requested to bring their copies of the reports to Annual General Meeting.
17. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
18. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. **December 14, 2020**.
20. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
21. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
22. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
23. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Maheshwari Datamatics Pvt. Ltd, in case the shares are held in physical form.
24. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act require the Company/ Registrar and Share Transfer Agent to record additional details of Members,



including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

25. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant
26. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

***Maheshwari Datamatics Pvt. Ltd.***

*23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001, West Bengal, India.*

*Phone: 033 22435029 / 22482248 | Fax : 033 22484787*

*Email: mdpldc@yahoo.com | Website: www.mdpl.in*

**VOTING THROUGH ELECTRONIC MEANS:**

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013, and read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means (“e-Voting”) and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The Members may cast their votes through E-voting from a place other than the venue of the AGM (“Remote E-voting”).

The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Remote E-voting facility will commence **from 09.00 AM (IST) on Friday, December 18, 2020 and will end at 05.00 PM (IST) on Sunday, December 20, 2020**. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date *i.e.* **Monday, December 14, 2020**.

The Members, whose names appear in the Register of Members / list of beneficial owners as on the cut-off date *i.e.* Monday, December 14, 2020 only shall be entitled to vote on the Resolutions set out in this Notice.

The Board of Directors at their meeting held on November 12, 2020, has appointed Mr. Deep Shukla, Practicing Company Secretary (*Membership No. FCS 5652*) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 2 (*Two*) days from the conclusion of the AGM make a consolidated Scrutinizer’s report and submit the same to the Chairman of the Meeting.

The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.djtextiles.co.in](http://www.djtextiles.co.in) and on the website of CDSL and shall also be communicated to Metropolitan Stock Exchange of India Ltd. Limited (MSEI).

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM.

**The instructions for e-voting are as under:**

- i. The voting period begins from **09.00 AM (IST) on Friday, December 18, 2020 and will end at 05.00 PM (IST) on Sunday, December 20, 2020**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Monday, December 14, 2020**, may cast their vote electronically.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on “Shareholders” tab.
- iv. Now, select the “DEEPJYOTI TEXTILES LIMITED” from the drop down menu and click on “SUBMIT”
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
 c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

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

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant DEEPJYOTI TEXTILES LIMITED on which you choose to vote.

- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- xxi. The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on relevant date **Monday, December 14, 2020.**

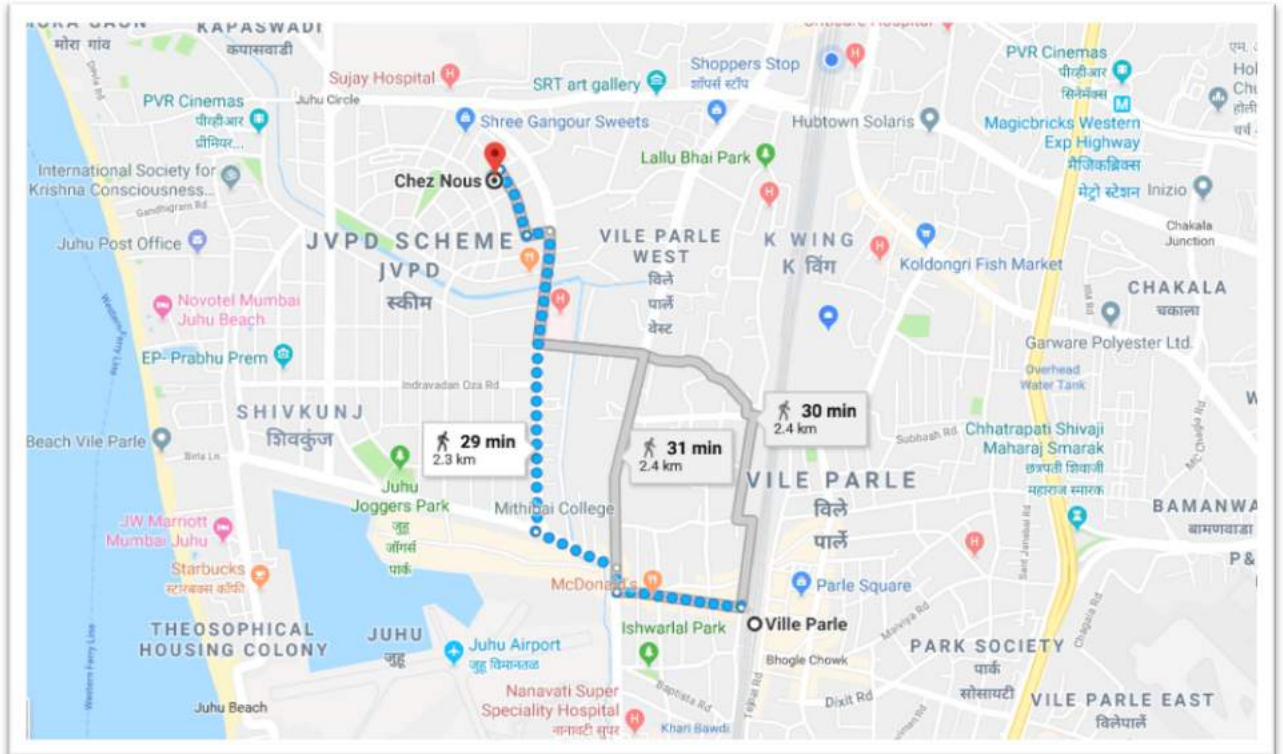
**By Order of the Board  
For Deepjyoti Textiles Limited**

**Sanjay Mundra  
(Whole – time Director)  
[DIN: 01205282]**

**Place: Mumbai  
Date: November 12, 2020**

**Registered Office:**  
“Chez Nous” Flat No. 1, Gulmohar Cross Road No 7,  
J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.

**ROAD MAP**



**Annexure to Notice**

Details of Directors seeking appointment / re-appointment at the Annual General Meeting  
*[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]*

Name of Director	Mr. Sanjay Gopallal Mundra
Date of Birth	17/02/1961
Actual date of Appointment	21/12/1994
A brief resume of the director	38 years' experience in distribution of textile yarn.
Expertise in Specific Functional Area	Textile industry
Directorships held in other listed companies (As on March 31, 2020)	Nil
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2020)	Nil
Shareholding of Directors (As on March 31, 2020)	1522200 (30.38%)
Relationship between Directors inter-se	H/o. Mrs. Manjusha Mundra and S/o. Late Mr. Gopallal Shivratn Mundra

**Attendance Slip**26<sup>th</sup> Annual General Meeting**Deepjyoti Textiles Limited**

[CIN: L27200MH1994PLC083950]

**Registered office:** "Chez Nous" Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme,  
Mumbai - 400 049, Maharashtra, IndiaPhone: 022-26204255; Email: [sanjayvanijya1@gmail.com](mailto:sanjayvanijya1@gmail.com) | Website : [www.djtextiles.co.in](http://www.djtextiles.co.in);

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

e		
December 21, 2020	"Chez Nous" Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India	11.30 am (IST)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. \_\_\_\_\_ \*DP ID No. \_\_\_\_\_ \*Client ID No. \_\_\_\_\_

Name of the Member Mr./Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder Mr./Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

*\* Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company held on December 21, 2020 at 11.30 am (IST) at "Chez Nous" Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.**Signature of the Member/ Proxy***Note: Electronic copy of the Annual Report 2019-20 and Notice of the 26<sup>th</sup> Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.**Physical copy of the Annual Report 2019-20 and Notice of the 26<sup>th</sup> Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.*

26<sup>th</sup> Annual General Meeting**Deepjyoti Textiles Limited**

[CIN: L27200MH1994PLC083950]

**Registered office:** "Chez Nous" Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme,  
Mumbai - 400 049, Maharashtra, IndiaPhone: 022-26204255; Email: : [sanjayvanijya1@gmail.com](mailto:sanjayvanijya1@gmail.com) | Website : [www.djtextiles.co.in](http://www.djtextiles.co.in);**Form No. MGT-11****FORM OF PROXY***[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of Member(s) :	Email Id :
Registered Address :	Folio No. :
:	*DP Id. :
No. of Shares held :	*Client Id. :

*\* Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of \_\_\_\_\_ shares of Deepjyoti Textiles Limited hereby appoint:

1. Mr./Mrs. \_\_\_\_\_ Email Id: \_\_\_\_\_

Address : \_\_\_\_\_

Signature: \_\_\_\_\_

2. Mr./Mrs. \_\_\_\_\_ Email Id: \_\_\_\_\_

Address : \_\_\_\_\_

Signature: \_\_\_\_\_

3. Mr./Mrs. \_\_\_\_\_ Email Id: \_\_\_\_\_

Address : \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company to be held on December 21, 2020 at 11.30 am (IST) at "Chez Nous" Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**\*\* I wish my above Proxy to vote in the manner as indicated in the box below:**

Sl. No.	Resolutions	Number of Shares held	For	Against
<b>Ordinary Business</b>				
1.	To Adopt Standalone Audited Financial Statements for the financial year ended March 31, 2020 and reports of the Board of Directors and the Auditors thereon;			
2.	To appoint a Director in place of Mr. Sanjay Gopallal Mundra, who retires by rotation and being eligible, offers himself for re-appointment;			
3.	To ratify the appointment of M/s. R. K. Malpani & Co., Chartered Accountants (Firm Registration No. 124198W), as statutory auditors of the Company and to fix their remuneration			

**\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.**



Signature(s) of the Member(s)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Affix One  
rupee  
Revenue  
Stamp

**Notes:**

1. The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

## Boards' Report

To,  
The Members,  
Deepjyoti Textiles Limited.

Your Directors have pleasure in presenting their 26<sup>th</sup> Annual Report on the Standalone Audited Statement of Accounts of Deepjyoti Textiles Limited ("*the Company*") for the Financial Year ended March 31, 2020.

### Financial Results:

The summarized financial performance of the Company for the FY 2019-20 and 2018-19 are given below:  
[Amount in '000']

Particulars	Standalone	
	2019-20	2018-19
Revenue from operations	1,90,923.02	2,32,554.04
Other Income	2,465.71	2,669.57
<b>Total Revenue</b>	<b>1,93,388.73</b>	<b>2,35,223.61</b>
<b>Total Expenses</b>	<b>1,95,275.28</b>	<b>2,37,121.05</b>
<b>Profit/(Loss) before exceptional items and tax</b>	<b>(1,886.55)</b>	<b>(1,897.44)</b>
Exceptional Items	-	-
<b>Net Profit Before Tax</b>	<b>(1,886.55)</b>	<b>(1,897.44)</b>
Provision for Tax		
- Current Tax	-	-
- Deferred Tax (Liability)/Assets	109.11	(155.61)
- Tax Adjustments	-	-
<b>Net Profit/(Loss) After Tax</b>	<b>(1,777.44)</b>	<b>(2,053.05)</b>
Profit/(Loss) from Discontinued operations	-	-
Tax Expense of Discontinued operations	-	-
Profit/(Loss) from Discontinued operations (after tax)	-	-
<b>Profit/(Loss) for the period</b>	<b>(1,777.44)</b>	<b>(2,053.05)</b>
Earnings per equity share ( <i>for continuing operation</i> ):		
- Basic	(0.35)	(0.41)
- Diluted	(0.35)	(0.41)

### Review of Operations

During the year under review, the Company has posted total revenue of Rs. 193,388,730/- as against Rs. 235,223,610/- for the corresponding previous year.

Further, the Company incurred net loss to the tune of Rs. 1,777,440/- as against net loss of Rs. 20,53,050/- for the corresponding previous year.

### State of Affairs and Future Outlook

In view of the Covid-19 epidemic, the Company has severely curtailed its activities and gone for capital preservation. The company has appointed J M Financial Services to guide it in the equity and derivative markets.

### COVID-19 and its impact

The Company's operations were disrupted by the prolonged lock down announced by the Government. In view of the uncertainty created by the Covid-19 crisis the company has severely curtailed its activities as it did not want to take risks and there was severe risks of losing capital. The future of textile trade in

Bhiwandi seems bleak and therefore the company will not increase its exposure to Bhiwandi till there is clear visibility.

### Dividend

Due to loss incurred by the Company, your Directors have not recommended any dividend for the year under review.

### Transfer to Reserves

The Board of Directors has not transfer any amounts in reserve.

### Management Discussion and Analysis

The Management Discussion and Analysis as required in terms of the Listing Regulations is annexed to the report as *Annexure I* and is incorporated herein by reference and forms an integral part of this report.

### Directors and Key Managerial Personnel

#### Directors

At the 25<sup>th</sup> Annual General Meeting held on September 27, 2019, Mrs. Manjusha Sanjay Mundra was re-appointed as the Director of the Company, who was liable to retire by rotation.

In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mr. Sanjay Gopallal Mundra (DIN: 01205282), Whole-time Director of the Company, retires by rotation and being eligible; offers himself for re-appointment at the forthcoming 26<sup>th</sup> Annual General Meeting. The Board recommends the said reappointment for shareholders' approval.

All the directors of the Company have confirmed that they satisfy the fit and proper criteria as prescribed under the applicable regulations and that they are not disqualified from being appointed as directors in terms of Section 164(2) of the Companies Act, 2013.

#### Sad demise

The Board of Directors of the company expresses their deep condolences at the untimely and sad demise of Mr. Gopallal Mundra (DIN: 01816286), an Independent Director of the Company on March 02, 2020 and pray that his soul rest in peace. The Board acknowledges that the Company has immensely benefitted from his profound knowledge and experience in the Textile Industry.

Further, Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are:

Sr. No.	Name of KMP	Designation
1.	Mr. Sanjay Mundra	Whole-time Director
2.	Mrs. Manjusha Mundra	Whole-time Director
3.	Mr. Mantosh Vishwakarma	Company Secretary and Compliance Officer
4.	Mr. Harilal Pillai	Chief Financial Officer

### Declaration by Independent Directors

The Independent Director(s) have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as Independent Director, under the provisions of section 149 of the Companies Act, 2013 as well as Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Board Meetings

Dates for Board Meetings are well decided in advance and communicated to the Board and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. The information as required under Regulation 17(7) read with Schedule II Part A of the LODR is made available to the Board. The agenda and explanatory notes are sent to the Board in advance. The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda and also on the occasion of the Annual General Meeting ('AGM') of the Shareholders. Additional meetings are held, when necessary.

Further, Committees of the Board usually meet on the same day of formal Board Meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and noting.

During the year **05 (Five) Board Meetings** were held during the year ended 31<sup>st</sup> March, 2020, the dates which are 23<sup>rd</sup> May 2019, 13<sup>th</sup> August 2019, 30<sup>th</sup> October 2019, 13<sup>th</sup> November 2019 and 13<sup>th</sup> February 2020. The gap between any two Board meetings during this period did not exceed one hundred and twenty days.

Attendance details of Directors for the year ended March 31, 2020 are given below:

Name of the Directors	Category	No. of Board Meetings attended
Mr Sanjay Mundra	Whole-time Director	05
Mrs. Manjusha Mundra	Whole-time Director	05
Mr. Gopallal Mundra	Non-Executive Non-Independent Director	01
Mr. Rajendra Chodhury	Independent Director	05
Mr. Sunil Diwate	Independent Director	05

### Discussions with Independent Directors

The Board's policy is to regularly have separate meetings with Independent Directors, to update them on all business related issues, new initiatives and changes in the industry specific market scenario. At such meetings, the Executive Directors and other Members of the Management make presentations on relevant issues.

### Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/ SEBI (LODR) 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 Committees. The Directors expressed satisfaction with the evaluation process.

### Composition of Audit Committee

Your Company has formed an Audit Committee as per the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee possess strong knowledge of accounting and financial management.

During the year **05 (Five)** meetings of committee were held during the year ended 31<sup>st</sup> March, 2020, the dates which are 23<sup>rd</sup> May 2019, 13<sup>th</sup> August 2019, 30<sup>th</sup> October 2019, 13<sup>th</sup> November 2019 and 13<sup>th</sup> February 2020.

Details of the composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors	Designation	No. of Meetings Attended
1.	Mr. Rajendra Choudhary	Chairman, Independent Director	05
2.	Mr. Gopallal Mundra	Member, Non- Executive Director	04
3.	Mr. Sunil Diwate	Member, Independent Director	05

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the statutory auditor and notes the processes and safeguards employed by each of them.

Further, the Audit Committee is also functional as per the provision of Section 177 of Companies Act, 2013 and Rules made thereunder and as per Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Composition of Nomination & Remuneration Committee

Your Company has formed a Nomination & Remuneration Committee to lay down norms for determination of remuneration of the executive as well as non-executive directors and executives at all levels of the Company. The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

During the year **05 (Five)** meetings of the Committee were held during the year ended 31<sup>st</sup> March, 2020, the dates which are 23<sup>rd</sup> May 2019, 13<sup>th</sup> August 2019, 30<sup>th</sup> October 2019, 13<sup>th</sup> November 2019 and 13<sup>th</sup> February 2020.

Details of the composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors	Designation	No. of Meetings Attended
1.	Mr. Rajendra Choudhary	Chairman, Independent Director	05
2.	Mr. Gopallal Mundra	Member, Non- Executive Director	04
3.	Mr. Sunil Diwate	Member, Independent Director	05

#### Nomination and Remuneration Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors. This policy also lays down criteria for selection and appointment of Board Members. The Board of Directors is authorized to decide Remuneration to Executive Directors. The Remuneration structure comprises of Salary and Perquisites. Salary is paid to Executive Directors within the Salary grade approved by the Members. The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

In terms of requirements prescribed under Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy *inter-alia* providing the terms for appointment and payment of remuneration to Directors and Key Managerial Personnel.

During the year, there have been no changes to the Policy. The same is annexed to this report as **Annexure II** and is available on our website [www.djtextiles.co.in](http://www.djtextiles.co.in).

During the year under review, the details of remuneration paid to Directors and Key Managerial Personnel are as under:

Sr.No.	Name of Directors and KMP	Designation	Remuneration per annum (In `)
1	Mr. Sanjay Mundra	Whole-time Director	15,00,000/-
2	Mrs. Manjusha Mundra	Whole-time Director	12,00,000/-
3.	Mr. Harilal Pillai	Chief Financial Officer	3,60,000/-
4.	Mr. Mantosh Vishwakarma	Company Secretary	2,40,000/-

#### Composition of Stakeholders Relationship Committee

Your Board has constituted a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders etc. The Committee reviews Shareholder's / Investor's complaints like non-receipt of Annual Report, physical transfer / transmission / transposition, split / consolidation of share certificates, issue of duplicate share certificates, etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

The Company has not received any complaint during the F.Y. 2019-20.

During the year **05 (Five)** meetings of the Committee were held during the year ended 31<sup>st</sup> March, 2020, the dates which are 23<sup>rd</sup> May 2019, 13<sup>th</sup> August 2019, 30<sup>th</sup> October 2019, 13<sup>th</sup> November 2019 and 13<sup>th</sup> February 2020.

Details of the composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors	Designation	No. of Meetings Attended
1.	Mr. Gopallal Mundra	Chairman,, Non- Executive Director	04
2.	Mr. Rajendra Choudhary	Member, Independent Director	05
3.	Mr. Sunil Diwate	Member, Independent Director	05

#### Directors' Responsibility Statement

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### Particulars of Employees and Related Disclosures

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company, is enclosed as *Annexure III* and forms an integral part of this report.

Further, as per the provisions specified in Chapter XIII of Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules, 2016, none of the employees of the Company are in receipt of remuneration exceeding Rs. 1,02,00,000/- per annum, if employed for whole of the year or Rs. 8,50,000/- per month if employed for part of the year.

Further, the names of top ten employees in terms of remuneration drawn are disclosed in **Annexure IV** and forms an integral part of this report.

#### Extract of Annual Return:

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure V** and forms an integral part of this report.

#### Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any subsidiary / Associate company and has not entered into joint venture with any other company.

#### Statutory Auditors' and Auditors' Report

At the 23<sup>rd</sup> Annual General Meeting held on September 30, 2017, M/s. R. K. Malpani & Co., Chartered Accountants (Firm Registration No. 124198W), were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 28<sup>th</sup> Annual General Meeting to be held in financial year 2021-22.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. However, pursuant to Ordinary Resolution passed at the 23<sup>rd</sup> AGM, appointment shall subject to ratification at every annual general meeting.

Hence, the Notice convening the ensuing 26<sup>th</sup> AGM contained a resolution on ratification of appointment of Statutory Auditors. Further, M/s. R. K. Malpani & Co., Chartered Accountants, has confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending March 31, 2021 and they will continue to be the Statutory Auditors of the Company for Financial Year ending March 31, 2022.

Auditors Report as issued by M/s. R. K. Malpani & Co., Chartered Accountants, Auditors of the Company is self-explanatory and need not call for any explanation by your Board.

#### Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, M/s. Deep Shukla & Associates, Practicing Company Secretaries, have been appointed Secretarial Auditors of the Company. The Secretarial Audit Report is enclosed as *Annexure VI* to this report.

#### Internal Audit & Controls

The Company has in place adequate internal financial controls with reference to the financial statement. The Audit Committee of the Board periodically reviews the internal control systems with the management, and Statutory Auditors.

Further, Mr. Kapil Ramkishan Mundhra acting as an Internal Auditor of the Company.

### Employees' Stock Option Plan

The Company has not provided stock options to any employee.

### Vigil Mechanism

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.djtextiles.co.in](http://www.djtextiles.co.in). The employees of the Company are made aware of the said policy at the time of joining the Company.

### Risk Management Policy

The Company has laid down the procedure to inform the Board about the risk assessment and minimization procedures. These procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

The Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalisation as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

### Corporate Governance Report

The provisions of the Corporate Governance is not applicable to the Company pursuant to regulation 15(2)(a) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

### Deposits

The Company has neither accepted nor renewed any fixed deposits during the year under review under Section 76 of the Companies Act, 2013. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2020.

### Loans & Guarantees

During the year under review, the Company has not provided any loan, guarantee, security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013, to any person or other body corporate.

### Related Party Transactions

Related party transactions, if any, that were entered into during the period ended March 31, 2020, were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The details of the related party transactions as per Indian Accounting Standard 24 are set out in Note No.III (6) to the Significant Accounting policies part of this report.

### Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange



The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**(a) Conservation of Energy:**

Even though its operations are not energy-intensive, significant measures are taken to reduce energy consumption by using energy-efficient equipment. The Company regularly reviews power consumption patterns across all locations and implement requisite improvements/changes in the process in order to optimize energy/ power consumption and thereby achieve cost savings. Energy costs comprise a very small part of the Company's total cost of operations. However, as a part of the Company's conservation of energy programme, the management has appealed to all the employees/workers to conserve energy.

**(b) Absorption of Technology:**

I. The efforts made towards technology absorption:

The Company has computerized its operations. All accounts are up to date.

II. Benefits derived as a result of the above efforts:

As a result of the above, the following benefits have been achieved:

- a) Better efficiency in operations,
- b) Greater precision.

III. The Company has not imported any technology during the year under review;

IV. The Company has not expended any expenditure towards Research and Development during the year under review.

**(c) Foreign Exchange Earnings and Outgo:**

During the year under review, there was no earning or outgoing in foreign exchange

**Corporate Social Responsibility**

The Company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee and frame a policy thereof.

**Cost Audit**

As per the Cost Audit Orders and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Cost Audit is not applicable to our Company.

**Obligation of Company under the 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 at workplace (Prevention, prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year ended 31<sup>st</sup> March 2020, Company has not received any complaint of harassment.

**Listing with Stock Exchange**

The shares of the Company are listed on Metropolitan Stock Exchange of India Ltd. Limited (MSEI) only.

#### Secretarial Standards

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

#### Significant and Material Orders passed by the Regulators or Courts or Tribunals

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

#### Material changes and commitments affecting the financial position of the Company:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

#### Acknowledgement

The Directors would like to thank all shareholders, customers, bankers, suppliers and everybody else with whose help, cooperation and hard work the Company is able to achieve the results. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

For & on behalf of the Board of Directors of  
**Deepjyoti Textiles Limited**

**Sanjay Mundra      Manjusha Mundra**  
**Whole-time Director      Whole-time Director**  
*[DIN: 01205282]      [DIN: 01739476]*

**Place: Mumbai**  
**Date: November 12, 2020**

**Management Discussion and Analysis****(I) Industry Structure and Developments:**

During the year under review, the Cotton Textile industry had been facing major challenges. The company has curtailed its activities in the textile market till normalcy is restored and there is safety of return of capital.

**(II) Opportunities**

The Company will reassess opportunities once normalcy is restored. The Company has appointed JM Financial Services Limited to guide it in exploring profitable business opportunities.

**(III) Threats**

Due to Covid-19 pandemic Company does not want to take risks and will reconsider activities once normalcy is restored.

**(IV) Risks and concerns:**

The nature and the magnitude of the risks associated with the Company are reviewed and placed before the Board periodically and protective measures are taken to mitigate risks.

**(V) Health, safety and Security Environment:**

Our Company has always been adopting all possible safety measures concerning the health and safety of the Workers and staffs at all levels. This has improved the morale among the workers and staffs and also the working environment at large.

**(VI) Human Resources/Industrial Relations:**

Employer-Employee relations continued to remain cordial during the year.

**(VII) Financial Performance with respect to operational performance:**

The Financial performance of the Company for the year 2019-20 is described in the Directors' Report under the head operations.

**(VIII) Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

For & on behalf of the Board of Directors of  
**Deepjyoti Textiles Limited**

<b>Sanjay Mundra</b>	<b>Manjusha Mundra</b>
<b>Whole-time Director</b>	<b>Whole-time Director</b>
<i>[DIN: 01205282]</i>	<i>[DIN: 01739476]</i>

Place: Mumbai

Date: November 12, 2020

*Annexure - II***Nomination and Remuneration Policy****CONSTITUTION OF COMMITTEE**

The Board of Directors of the Company ("*the Board*") constituted the committee to be known as the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee."

**OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- To formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To develop a succession plan for the Board and to regularly review the plan.
- To assist the Board in fulfilling responsibilities.
- To Implement and monitor policies and processes regarding principles of corporate governance.

**APPLICABILITY**

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

**DEFINITIONS:**

“**Act**” shall mean the Companies Act, 2013 and the Rules made thereunder, including the modifications, amendments, clarifications, circulars or re-enactment thereof.

“**Board**” means Board of Directors of the Company.

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

“**Company**” means Deepjyoti Textiles Limited.

“**Directors**” mean Directors of the Company.

“**Independent Director**” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Companies Act, 2013 and includes –

- Managing Director, or Executive Director or manager and in their absence, a whole- time director; (includes Executive Chairman)
- Company Secretary;
- Chief Financial Officer; and
- Such other officer as may be prescribed.

“**Policy**” or “**This policy**” means Nomination and Remuneration Policy.

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.

“**Senior Management**” Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

*Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.*

#### **ROLE AND POWER OF THE COMMITTEE:-**

*Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:*

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### **Policy for appointment and removal of Director, KMP and Senior Management**

- (i). Appointment criteria and qualifications
  - a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

(ii). Term / Tenure

a. Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

c. Evaluation

- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

d. Removal

- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. Retirement

- The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

(i). General:

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required;
- The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act;
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director;
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(ii). Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(iii). Remuneration to Non- Executive / Independent Director:

– Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

– Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

– Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

– Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

**MEMBERSHIP:-**

- The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

**CHAIRMAN:-**

- Chairman of the Committee shall be an Independent Director;
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee;
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman;
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

**COMMITTEE MEMBERS' INTERESTS**



A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

#### **VOTING**

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **MINUTES OF COMMITTEE MEETING**

- Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

#### **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

#### **AMENDMENTS TO THE POLICY**

- The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

#### **AMENDMENTS IN THE LAW**

- Any subsequent amendment/modification in the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.

For & on behalf of the Board of Directors of  
**Deepjyoti Textiles Limited**

<b>Sanjay Mundra</b>	<b>Manjusha Mundra</b>
<b>Whole-time Director</b>	<b>Whole-time Director</b>
<b>[DIN: 01205282]</b>	<b>[DIN: 01739476]</b>

**Place: Mumbai**  
**Date: November 12, 2020**

## Annexure- III

## Particulars of Remuneration

[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) Amendment Rules, 2016]

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20; and
- ii. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary of the Company in the financial year 2019-20.

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2019-20 (Amount in Rs.)	% increase/ decrease in remuneration in the Financial Year 2019-20	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors			
Mr. Sanjay Mundra (WTD)	15,00,000/-	-	5.17:01
Mrs. Manjusha S. Mundra (WTD)	12,00,000/-	-	4.14:01
B. Key Managerial Personnel			
Mr. Harilal Pillai (CFO)	3,60,000/-	-	1.24:01
Mr. Mantosh Vishwakarma (CS)	2,40,000/-		01:1.2

Legends: WTD – Whole-time Director, CFO – Chief Financial Officer; CS – Company Secretary.

Notes:

1. Median remuneration of all the employees of the Company for the financial year 2019-20 is Rs. 2,89,800/-.

- iii. The percentage increase/decrease in the median remuneration of employees in the financial year 2019-20

Particulars	Financial Year 2019-20 (Amount in Rs.)	Financial Year 2018-19 (Amount in Rs.)	Decrease by(%)
Median remuneration of all employees	2,89,800	1,88,134	54.03

Note: The calculation of % increase in the median remuneration has been done based on comparable employees.

- iv. The number of permanent employees on the rolls of Company.

There were 10 permanent employees on the rolls of Company as on March 31, 2020.

- v. Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentile decrease in the salaries of employee other than the Key managerial personnel in the Financial Year 2019-20 was 12.69% and there is no increase in the salary of the Key managerial personnel.

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

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

For & on behalf of the Board of Directors of  
**Deepjyoti Textiles Limited**

<b>Sanjay Mundra</b>	<b>Manjusha Mundra</b>
<b>Whole-time Director</b>	<b>Whole-time Director</b>
<i>[DIN: 01205282]</i>	<i>[DIN: 01739476]</i>

**Place: Mumbai**

**Date: November 12, 2020**

**Registered Office:**

*"Chez Nous" Flat No. 1, Gulmohar Cross Road No 7,  
J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.*

## Annexure-IV

## Particulars of Remuneration

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(2)(a) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

Names of employees	Designation/ Nature of Duties	Remuneration Received [Rs.] p.a.	Qualificati on	Experience in years	Age in years	Date of commencement of employment	Last employment held	% of shareholdi ng
Mr. Sanjay Mundra	Whole-time Director	15,00,000	B.Com	36	58	21/12/1994	-	30.38
Mrs. Manjusha S. Mundra	Whole-time Director	12,00,000	B.Sc.	30	52	17/08/2005	-	22.03
Mr. Harilal Pillai	Chief Financial Officer	3,60,000	B.Com	26	54	12/02/2018	-	-
Mr. Mantosh vishwakarma	Company Secretary	2,40,000	CS	6	35	05/07/2018	Public Limited Company	-
Mr.Sushil Kumar Acharya	Manager/ Sales	3,60,000	B.Com	38	67	Since 1994	-	-
Mr. Ashok Kumar Acharya	Purchase	2,02,800	B.Com	17	60	Since 2009	-	-
Mr. Kapil R Mundhra	Accountant	2,76,000	B.Com	8	39	Since 2012	-	-
Mr. Sarvesh Joshi	Accounts Assistant	1,74,000	B.C.A	9	32	01/02/2014	-	-
Mr. Rajkumar Kamati	Office Assitant	1,33,050	XIth	10	33	Since 2011	-	-
Mr.Deepak Gaud	Office Assistant	77,500	Xth	7	38	Since 2014	-	-

**The above employees are related to the Directors of the Company. :**

<b>Names of Employees</b>	<b>Names of employees who are relatives of any Director</b>
Mr. Sanjay Mundra	Son of Late Gopallal Mundra and Husband of Mrs. Manjusha Mundra
Mrs. Manjusha Mundra	Wife of Mr. Sanjay Mundra
Mr. Harilal Pillai	No Relation with any Director
Mr. Mantosh Vishwakarma	No Relation with any Director
Mr.Sushil Kumar Acharya	No Relation with any Director
Mr. Ashok Kumar Acharya	No Relation with any Director
Mr. Kapil R Mundhra	No Relation with any Director
Mr. Sarvesh Joshi	No Relation with any Director
Mr. Rajkumar Kamati	No Relation with any Director
Mr. Deepak Gaud	No Relation with any Director

For & on behalf of the Board of Directors of  
**Deepjyoti Textiles Limited**

**Sanjay Mundra**      **Manjusha Mundra**  
**Whole-time Director**   **Whole-time Director**  
*[DIN: 01205282]*      *[DIN: 01739476]*

**Place: Mumbai**

**Date: November 12, 2020**

**Registered Office:**

*"Chez Nous" Flat No. 1, Gulmohar Cross Road No 7,  
J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.*

Annexure-V

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31st March, 2020

**DEEPIYOTI TEXTILES LIMITED**

[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.	CIN	L27200MH1994PLC083950
ii.	Registration Date	December 21, 1994
iii.	Name of the Company	Deepjyoti Textiles Limited
iv.	Category / Sub-Category of the Company	Company Limited by Shares Indian Non Government Company
v.	Address of the Registered office and contact details	"Cheznous" Flat No 1 Gulmohar Cross Road No 7, J.V.P.D. Scheme, Mumbai - 400049, Maharashtra, India Tele.: 022-26204255 Email: sanjyavanijya1@gmail.com Website: www.djtextiles.co.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheswari Datamatics Pvt. Ltd. 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700001, West Bengal, India. Ph.No. : 033 - 22482248 / 22435029 / 22316839 Fax : 033 - 22484787 Email : mdpldc@yahoo.com Website : www.mdpl.in

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale of textiles, clothing and footwear	4641	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE**

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-

**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 Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	26,25,830	-	26,25,830	52.41	26,25,830	-	26,25,830	52.41	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-

f) Any	-	-	-	-	-	-	-	-	-
Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>26,25,830</b>	<b>-</b>	<b>26,25,830</b>	<b>52.41</b>	<b>26,25,830</b>	<b>-</b>	<b>26,25,830</b>	<b>52.41</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>26,25,830</b>	<b>-</b>	<b>26,25,830</b>	<b>52.41</b>	<b>26,25,830</b>	<b>-</b>	<b>26,25,830</b>	<b>52.41</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	0
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital F	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	6,40,800	6,40,800	12.79	-	6,40,800	6,40,800	12.79	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	12,92,770	12,92,770	25.81	-	12,92,770	12,92,770	25.81	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	4,50,600	4,50,600	8.99	-	4,50,600	4,50,600	8.99	-
c) Others	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>-</b>	<b>23,84,170</b>	<b>23,84,170</b>	<b>47.59</b>	<b>-</b>	<b>23,84,170</b>	<b>23,84,170</b>	<b>47.59</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>-</b>	<b>23,84,170</b>	<b>23,84,170</b>	<b>47.59</b>	<b>-</b>	<b>23,84,170</b>	<b>23,84,170</b>	<b>47.59</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>26,25,830</b>	<b>23,84,170</b>	<b>50,10,000</b>	<b>100.00</b>	<b>26,25,830</b>	<b>23,84,170</b>	<b>50,10,000</b>	<b>100.00</b>	<b>-</b>

## ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Share	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Share	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Sanjay Mundra	15,22,200	30.38%	-	15,22,200	30.38%	-	-
2	Manjusha Mundra	11,03,630	22.03%	-	11,03,630	22.03%	-	-

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Name of Promotor: Mr. Sanjay Mundra</b>				
	At the beginning of the year	1522200	30.38%		
	Changes on-	-	-	-	-
	At the End of the year			1522200	30.38%

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	<b>Name of Promotor: Mrs. Manjusha Mundra</b>				
	At the beginning of the year	11,03,630	22.03%		
	Changes on-	-	-	-	-
	At the End of the year			11,03,630	22.03%

Note: For the purpose of calculating cumulative percentage of shareholding we have considered denominator as closing balance of no. of equity shares.

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>DARSHANA SHAH</b>				
	At the beginning of the year	38,300.00	0.765		
	Changes on-	-	-	-	-
	At the End of the year			38,300.00	0.765
2	<b>SHANTICHAND R JHAVERI</b>				
	At the beginning of the year	1,27,400.00	2.543		
	Changes on-	-	-	-	-
	At the End of the year			1,27,400.00	2.543
3	<b>BHARAT R JHAVERI</b>				
	At the beginning of the year	30,000.00	0.599		
	Changes on-	-	-	-	-
	At the End of the year			30,000.00	0.599
4	<b>MAMTA VAZIRANI</b>				
	At the beginning of the year	1,19,300.00	2.381		
	Changes on-	-	-	-	-
	At the End of the year			1,19,300.00	2.381



<b>5</b>	<b>VINOD HINGORANI</b>			
	At the beginning of the year	38,700.00	0.773	
	Changes on-		-	-
	At the End of the year			38,700.00 0.773
<b>6</b>	<b>ANOOP VAZIRANI</b>			
	At the beginning of the year	77,400.00	1.545	
	Changes on-		-	-
	At the End of the year			77,400.00 1.545
<b>7</b>	<b>SHALIMAR AGROPRODUCTS LTD</b>			
	At the beginning of the year	1,35,000.00	2.695	
	Changes on-		-	-
	At the End of the year			1,35,000.00 2.695
<b>8</b>	<b>MAHARASHTRA INDL LEAS &amp; INV LTD</b>			
	At the beginning of the year	1,50,000.00	2.994	
	Changes on-		-	-
	At the End of the year			1,50,000.00 2.994
<b>9</b>	<b>BASARIA TRADING &amp; HOLDING CO LTD</b>			
	At the beginning of the year	1,95,000.00	3.892	
	Changes on-		-	-
	At the End of the year			1,95,000.00 3.892
<b>10</b>	<b>KEN ENTERPRISES PVT</b>			
	At the beginning of the year	1,60,800.00	3.210	
	Changes on-		-	-
	At the End of the year			1,60,800.00 3.210

## v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	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
<b>1</b>	<b>Mr. Sanjay Mundra</b>				
	At the beginning of year	1522200	30.38%	15,22,200	30.38%
	-	-	-	-	-
	At the End of the year			15,22,200	30.38%
<b>2</b>	<b>Mrs. Manjusha Mundra</b>				
	At the beginning of year	11,03,630	22.03%	11,03,630	22.03%
	-	-	-	-	-
	At the End of the year			11,03,630	22.03%
<b>3</b>	<b>Mr. Harilala Pillai (CFO)</b>				
	At the beginning of year	-	-	-	-
	-	-	-	-	-
	At the End of the year			-	-
<b>4</b>	<b>Mr. Mantosh Visshwakarma (CS)</b>				
	At the beginning of year	-	-	-	-
	-	-	-	-	-
	At the End of the year			-	-

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

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Sanjay Mundra	Mrs. Manjusha Mundra	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	15,00,000.00	12,00,000.00	27,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>15,00,000.00</b>	<b>12,00,000.00</b>	<b>27,00,000.00</b>
	Ceiling as per the Act			

## B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	<b>Independent Directors</b>				
	- Fee for attending board	-	-	-	-
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	<b>Total (1)</b>				
2	<b>Other Non-Executive Directors</b>				
	- Fee for attending board	-	-	-	-
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	<b>Total (2)</b>				
	<b>Total (B)=(1+2)</b>				
	<b>Total Managerial Remuneration</b>	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	-	-

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions	-	240000	360000	600000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits 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	-	240000	360000	600000

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section	Brief Description	Details of Penalty	Authority	Appeal made, if any
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the board of directors  
Deepjyoti Textiles Limited

Sanjay Mundra  
Whole-time Director  
DIN: 01205282

Manjusha Mundra  
Whole-time Director  
DIN: 01739476

Date: November 12, 2020

Annexure-VI

**SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2020***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

**The Members****DEEPJYOTI TEXTILES LIMITED**"Chez Nous" Flat No. 1, Gulmohar Cross Road No 7,  
J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Deepjyoti Textiles Limited** (hereinafter called the Company). In light of ongoing COVID-19 pandemic situation, due to limitations of physical verifications of various records, the Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2020 ('Audit Period') complied with the statutory provisions listed hereunder and subject to the observations mentioned in this report, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under as amended;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under as amended;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings *(to the extent as may be applicable to the Company)*;
- (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 *(Not Applicable to the Company during the Audit Period)*;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 *(Not Applicable to the Company during the Audit Period)*;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015 (*Not Applicable to the Company during the Audit Period*);
- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (*Not Applicable to the Company during the Audit Period*); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (*Not Applicable to the Company during the Audit Period*);

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India
- (b) The Listing Agreement entered into by the Company with the Stock Exchanges viz Metropolitan Stock Exchange of India Ltd. Limited (MSEI) along with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable for respective periods.

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

**I further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes that took place in the composition of the Board of Directors were in proper compliance during the period under review.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and the Committee Meetings were carried out unanimously as recorded in the minutes of the Board of Directors and minutes of the Committee Meetings as the case may be.
- 

**I further report that:**

- There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

**For: M/s. DEEP SHUKLA & ASSOCIATES  
COMPANY SECRETARIES**

**Place: Mumbai  
Date: 06/11/2020**

**DEEP SHUKLA  
{PROPRIETOR}  
FCS: 5652  
CP NO.5364  
UDIN: F005652B001171091**

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To  
**The Members**  
**DEEPJYOTI TEXTILES LIMITED**

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For: M/s. DEEP SHUKLA & ASSOCIATES**  
**COMPANY SECRETARIES**

**Place: Mumbai**  
**Date: 06/11/2020**

**DEEP SHUKLA**  
**{PROPRIETOR}**  
**FCS: 5652**  
**CP NO.5364**  
**UDIN: F005652B001171091**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF DEEPJYOTI TEXTILES LIMITED**

#### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the financial statements of **DEEPJYOTI TEXTILES LIMITED** (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and notes to the financial statements, along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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, 2020, its profit and cash flows for the year ended on that date.

#### **BASIS OF OPINION**

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

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

#### **INFORMATION OTHER THAN THE FINANCIALS AND AUDITOR'S REPORT THEREON**

The Company's board of director is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our 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 our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report the fact. We 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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rule, 2015, as amended, and other accounting principles generally accepted

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

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

#### **AUDITORS' RESPONSIBILITY**

Our 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 our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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. We also

Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedure 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, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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.



We 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 we identify during our audit.

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

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and accordingly to the information and explanation given to us, we given in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.

As required by section 143(3) of the Act, based on our audit, we report that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act;
- (e) On the basis of the written representations received from the directors of the Company, as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate Report in "Annexure B"; and our report express an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigation on its financial position in its financial statements;
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For R. K. MALPANI & CO.**  
Chartered Accountants  
Firm Reg. No. 124198W

Place: Mumbai  
Date : 29.07.2020

**Atul Garg**  
Partner  
Membership No. 506984  
UDIN NO. 20506984AAAABL8993

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

**Report of Companies (Auditor’s Report) Order, 2017 referred in the paragraph 1 of Auditor’s Report to Members of DEEPJYOTI TEXTILES LIMITED on the accounts for the year ended 31st March, 2020.**

(i) **Fixed Assets**

(a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of fixed assets.

(b) According to the information and explanations given to us, the fixed assets have been physically verified by the management in a phased periodical manner to cover all the fixed assets over a period, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. As informed to us, no material discrepancies were noticed as compared to the books records, on such physical verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no immovable assets lying in the books of Company hence no question arises for the title of Immovable property.

(ii) **Inventory**

The Inventory has been physically verified by the management during the year. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between physical stock and book records were not material.

(iii) As per the information and explanations given to us, the Company has not granted any loans secured or unsecured, to Companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 & 186 of the Act, with respect to the loans/guarantees given, investments made & securities provided.

(v) The Company has not accepted deposits from the public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under.

(vi) According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 148 (1) of the Companies Act, 2013.

(vii) **Statutory Dues**

(a) As per the information & explanation given to us and according to the records, the Company has generally been regular in depositing undisputed statutory dues (including provident fund, employees state insurance, income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax & others as applicable) with the appropriate authorities except delay in few cases.

(b) There are no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2020 for a period of more than six months from the date of they becoming payable.

(c) According to the information and explanations given to us and the examination of the statutory records, there are disputed dues which have not been deposited on account of disputed matters pending before the appropriate authorities.

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

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

**For R. K. MALPANI & CO.**

Place: Mumbai  
Date : 29.07.2020

Chartered Accountants  
Firm Reg. No. 124198W

**Atul Garg**  
Partner  
Membership No. 506984  
UDIN NO. 20506984AAAABL8993

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

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

We have audited the internal financial controls over financial reporting of **DEEPJYOTI TEXTILES LIMITED** (“the Company”) as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R. K. MALPANI & CO.**  
Chartered Accountants  
Firm Reg. No. 124198W

Place: Mumbai  
Date : 29.07.2020

**Atul Garg**  
Partner  
Membership No. 506984  
UDIN NO. 20506984AAAABL8993

## BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note No.	As at 31 March 2020		As at 31 March 2019	
		(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)
<b>A ASSETS</b>					
<b>(1) Non - current assets</b>					
(a) Property, Plant and Equipment	2	305.50		353.22	
(b) Financial Assets					
(i) Others	3	15,289.31		15,524.43	
(b) Deferred Tax Assets (Net)	4	-		-	
(c) Other Non-Current Assets	5	1,057.61	16,652.42	1,586.42	17,464.07
<b>(2) Current Assets</b>					
(a) Inventories	6	3,540.41		14,161.58	
(b) Financial Assets					
(i) Trade Receivables	7	51,369.84		50,574.59	
(ii) Cash and Cash Equivalents	8	32,532.66		26,396.59	
(iii) Loans	9	-		-	
(iv) Others					
(c) Current Tax Assets (Net)	10	250.38		726.71	
(c) Other Current Assets	11	948.79	88,642.08	1,538.95	93,398.41
<b>TOTAL ASSETS</b>			<b>1,05,294.50</b>		<b>1,10,862.48</b>
<b>B EQUITY AND LIABILITIES</b>					
<b>(1) Equity</b>					
(a) Equity Share Capital	12	50,100.00		50,100.00	
(b) Other Equity	13	53,642.65	1,03,742.65	55,420.09	1,05,520.09
<b>(2) Liabilities</b>					
<b>(1) Non-current Liabilities</b>					
(a) Deferred Tax Liabilities (Net)	14	92.52	92.52	201.63	201.63
<b>(2) Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings					
(i) Trade Payables	15	301.91		4,906.78	
(b) Other Current Liabilities	16	1,157.42		233.98	
(c) Current Tax Liabilities (Net)	17	-	1,459.33	-	5,140.76
<b>TOTAL LIABILITIES</b>			<b>1,05,294.50</b>		<b>1,10,862.48</b>

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

As per our report of even date

For R. K. Malpani & Co.  
Chartered Accountants  
Firm Registration No. 124198W

For and on behalf Deepjyoti Textiles Limited

Atul Garg  
Partner  
Membership No. 506984

Manjusha Mundra  
Director  
DIN : 01739476

Sanjay Mundra  
Director  
DIN : 01205282

Harilal Pillai  
Chief Financial Officer

Mantosh Vishwakarma  
Company Secretary

Place: Mumbai  
Date : 29th July, 2020

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

Particulars	Note No.	For the year ended 31 March 2020	For the year ended 31 March 2019
		(Rs. '000s)	(Rs. '000s)
I. Revenue from Operations	18	1,90,923.02	2,32,554.04
II Other Income	19	2,465.71	2,669.57
<b>III Total Revenue (I + II)</b>		<b>1,93,388.73</b>	<b>2,35,223.61</b>
IV <u>Expenses:</u>			
Purchases of Stock-in-Trade		1,74,208.12	2,32,311.71
Changes in inventories of Stock-in-Trade	20	10,621.17	(8,620.45)
Employee benefits expense	21	4,737.23	5,006.49
Depreciation and amortization expense	22	55.72	114.27
Other expenses	23	5,653.04	8,309.03
<b>Total Expenses</b>		<b>1,95,275.28</b>	<b>2,37,121.05</b>
V Profit before tax (VII-VIII)		<b>(1,886.55)</b>	<b>(1,897.44)</b>
VI Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		109.11	(155.61)
(3) Tax Adjustments		-	-
		<b>109.11</b>	<b>(155.61)</b>
VII Profit/(Loss) for the period from continuing operations (VII-VIII)		<b>(1,777.44)</b>	<b>(2,053.05)</b>
VIII Earning per equity share:			
(1) Basic	24	(0.35)	(0.41)
(2) Diluted			

Significant Accounting Policies

1

Notes are an integral part of the financial statements

As per our report of even date

**For R. K. Malpani & Co.**  
Chartered Accountants  
Firm Registration No. 124198W

**For and on behalf Deepjyoti Textiles Limited**

**Atul Garg**  
Partner  
Membership No. 506984

**Manjusha Mundra**  
Director  
DIN : 01739476

**Sanjay Mundra**  
Director  
DIN : 01205282

**Harilal Pillai**  
Chief Financial Officer

**Mantosh Vishwakarma**  
Company Secretary

Place: Mumbai  
Date : 29.07.2020



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Year ended	Year ended
	31st March, 2020	31st March, 2019
	(Rs. '000s)	(Rs. '000s)
<b>A. Cash Flow from Operating Activities:</b>		
Net Profit before tax and extraordinary items	(1,886.55)	(1,897.44)
<u>Adjustments for:</u>		
Depreciation	55.72	114.27
Interest on Term Deposit with Bank	(1,062.56)	(350.41)
Assets written off		
Listing Expenses written off	528.81	528.81
Eariler year Adjustments	-	-
<b>Operating Profit before working Capital Changes</b>	<b>(2,364.58)</b>	<b>(1,604.78)</b>
<u>Adjustments for:</u>		
(Increase)/Decrease in Current Assets	10,892.41	27,050.31
Increase/(Decrease) in Current Liabilities	(3,681.42)	(1,886.12)
<b>Cash generated from operations:</b>	<b>4,846.41</b>	<b>23,559.42</b>
Income Taxes Paid	-	-
<b>Net Cash generated from Operating Activities</b>	<b>4,846.41</b>	<b>23,559.42</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of fixed asset	(8.00)	(91.50)
Increase in Investments In FD	235.12	(15,264.60)
Interest on Term Deposit with Bank	1,062.56	350.41
<b>Net Cash generated from Investing Activities</b>	<b>1,289.68</b>	<b>(15,005.69)</b>
<b>C. Cash Flow from Financing Activities:</b>		
Listing Expenses Paid		
<b>Net Cash generated from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>D. Net Increase in Cash &amp; Cash Equivalents</b>	<b>6,136.09</b>	<b>8,553.73</b>
Cash and Cash Equivalents as at the beginning of the year	26,396.59	17,842.86
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>32,532.68</b>	<b>26,396.59</b>

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

As per our report of even date attached

**For R. K. Malpani & Co.**  
Chartered Accountants  
Firm Registration No. 124198W

**For and on behalf Deepjyoti Textiles Limited**

**Atul Garg**  
Partner  
Membership No. 506984

**Manjusha Mundra**  
Director  
DIN : 01739476

**Sanjay Mundra**  
Director  
DIN : 01205282

**Harilal Pillai**  
Chief Financial Officer

**Mantosh Vishwakarma**  
Company Secretary

Place : Mumbai  
Date : 29th July, 2020

**Notes to financial statement for the year ended March 31, 2020****Note – 1****SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS: 31<sup>st</sup> March 2020****I. Company Overview:**

Deepjyoti Textiles Limited ('the Company') is a public Limited Company incorporated under the provisions of the Indian Companies Act, 1956. Its shares are listed on Metropolitan Stock Exchange of India. The Company is engaged in trading of yarn.

**II. Significant accounting policies:****1. Basis of preparation:**

The financial statements have been prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and referred under Section 133 of the Companies Act, 2013.

For all periods up to and including the year ended 31<sup>st</sup> March, 2020, the Company prepared its Financial Statements to comply in all material aspects except wherever otherwise stated and presented under the historical cost convention, on the accrual basis of accounting in accordance with the Indian Generally Accepted Accounting Principles (GAAP) and comply with accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable) and guidelines issued by the Central Government, in exercise of the powers conferred under sub-section (1) & (2) of Section 469 and the relevant provisions of the Companies Act, 2013 & Securities and Exchange Board of India (SEBI).

**2. Use of Estimate:**

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

**3. Revenue Recognition:**

Revenue from sale of goods is recognized upon transfer of all significant risks and rewards of ownership to the buyer which generally corresponds with the dispatch/delivery of goods to buyers based on the terms of the contract. The amount recorded as sale is exclusive of discounts, net of returns and applicable taxes. All other income has been accounted for on accrual basis except for those entailing recognition on realization based. All expenses are provided on accrual basis unless stated otherwise.

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

The Company reports basic and diluted earnings EPS in accordance with Ind AS 33. In determining Basic EPS is computed by dividing net profit/loss after tax for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year, Diluted EPS is computed using weighted average number of shares after adjusting the effects of all dilutive potential equity shares outstanding during the year.

**5. Property, plant and equipment:**

All items of property, plant and equipment are initially recorded at cost. Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the same item will flow to the company and the cost of the item can be measured reliably. The cost includes the purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. All other repair and maintenance costs are recognized in the Statement of Profit or Loss as incurred. Depreciation on tangible assets is provided in accordance with Ind AS 16 with useful life as prescribed in Schedule II of the Companies Act, 2013. Fixed Assets are stated at their original cost of acquisition/installation less depreciation. Cost comprises the purchase price and any cost attributable to bring the asset to its working condition for its intended use. Depreciation on Fixed Assets for the year has been provided on all assets on WDV as per the useful life prescribed in Schedule II to the Companies Act, 2013.

**6. Inventory:**

Inventories are valued at lower of cost or market value. The cost of inventories includes all cost of purchases and other related cost incurred to bring the inventories to its present location and condition.

**7. Taxation:**

Tax expense comprises current income tax, deferred tax. Current income tax comprises the amount of tax for the period determined in accordance with the Income-tax Act, 1961. Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognized in co-relation to the underlying transaction in the Statement of Profit and Loss. Deferred tax assets and Deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities.

**8. Impairment of Assets:**

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

**9. Accounting of provisions & contingent liabilities:**

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

**10. Applicability of Indian Accounting Standards:**

The Company has prepared Financial Statements which comply with Ind AS applicable for the period ending as on 31<sup>st</sup> March, 2020.

**III. Notes on Accounts:**

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

Particulars	Current Year (2019-20)	Previous Year (2018-19)
	(Rs. '000s)	(Rs. '000s)
Statutory Audit Fees	100.00	100.00

4. Inventory details:

Particulars	Current Year (2019-20)		Previous Year (2018-19)	
	Quantity (In Bags)	Amount (Rs. '000s)	Quantity (In Bags)	Amount (Rs. '000s)
Opening Stock	890	14161.58	370	5541.12
Purchases	13825	174208.12	17755	232311.71
Sales	14415	190923.02	17235	232554.04
<b>Closing Stock</b>	<b>300</b>	<b>3450.41</b>	<b>890</b>	<b>14161.58</b>

5. As per the recommendation of Ind AS 108 “Operating Segments” keeping in view the fact that the Company operates only in one segment of business (i.e. Trading in Yarn) and there is no Geographical Segment, no separate information for segment wise disclosure is required.
6. As per Ind AS 24 “Related Party Disclosures” is as under:

**A. Relationships:**

(i)	<b>Promoter &amp; Key Management Personnel (KMP)</b>	Mr. Sanjay Mundra (Whole Time Director) Mrs. Manjusha Mundra (Whole Time Director) Mr. Harilal Pillai (Chief Financial Officer) Mr. Mantosh Vishwakarma ( Company Secretary)
(ii)	<b>Other related parties with whom transactions have taken place during the year</b>	Sanjay Vanijya (Prop. Mr. Sanjay Mundra)

**B. Transactions with the Related Parties****(Rs. '000s)**

Party	Relationship	Nature of Transaction	Opening	For the Year	Paid/Received	Closing
Sanjay Mundra	Whole Time Director	Remuneration	NIL	1,500.00	(1,500.00)	NIL
Manjusha Mundra	Whole Time Director	Remuneration	NIL	1,200.00	(1,200.00)	NIL
Harilal Pillai	Chief Financial Officer	Remuneration	NIL	360	(360.00)	NIL
Mantosh Vishwakarma	Company Secretary	Remuneration	NIL	240	(240.00)	NIL

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

## 7. As per Ind AS 33 "Earnings per Share":

Particulars	Current Year (2019-20)	Previous Year (2018-19)
	(Rs. '000s)	(Rs. '000s)
Profit/(Loss) for the Year (Amount used as numerator for calculating EPS) (Rs.)	(1777.44)	(2053.05)
No. of Equity Shares (used as denominator (Avg.))	5,010.00	5,010.00
Nominal Value per Equity Share (Rs.)	10	10
Earnings /(Loss) per Share (Rs.)	(0.35)	(0.41)

## 8. As per the requirement of Ind AS 12 "Income Taxes" details is as under:

Particulars	Current Year (2019-20)	Previous Year (2018-19)
	(Rs. '000s)	(Rs. '000s)
DTA Opening Balance	(201.63)	(46.02)
Add/(Less): Addition for the year	109.11	(155.61)
<b>DTL Closing Balance</b>	<b>(92.52)</b>	<b>(201.63)</b>

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

**For R. K. Malpani & Co.**  
**Chartered Accountants**  
**Firm Registration No. 124198W**

**For Deepjyoti Textiles Limited**

**Atul Garg**  
**Partner**  
**Membership No. 506984**

**Manjusha Mundra**  
**Director**  
**DIN : 01739476**

**Sanjay Mundra**  
**Director**  
**DIN : 01205282**

**Place: Mumbai**  
**Date: 29<sup>th</sup> July, 2020**

**Harilal Pillai**  
**Chief Financial Officer**

**Mantosh Vishwakarma**  
**Company Secretary**

## Notes forming part of Financial Statements as at March 31, 2020

## 2 Property, Plant &amp; Equipment and Capital WIP:

Particulars	GROSS BLOCK (AT COST)				ACCUMALATED DEPRECIATION				NET BLOCK	
	Opening Balance 01.04.2019	Additions for the year	Sale/Scraped out during the year	Closing Balance 31.03.2020	Opening Balance 01.04.2019	Depreciation for the year	Asset W/off	Closing Balance 31.03.2020	As at 31.03.2020	As at 31.03.2019
	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)	(Rs. '000s)
<b>Tangible Assets</b>										
FURNITURE	259.14	-	-	259.14	143.49	29.94	-	173.43	85.70	115.64
OFFICE EQUIPMENT	245.55	-	-	245.55	188.92	22.91	-	211.83	33.72	56.62
MOTOR VEHICLES	3,454.88	-	-	3,454.88	3,282.14	-	-	3,282.14	172.74	172.74
COMPUTER	138.85	8.00	-	146.85	130.64	2.87	-	133.51	13.34	8.21
<b>Current Year (2019-20)</b>	<b>4,098.41</b>	<b>8.00</b>	<b>-</b>	<b>4,106.41</b>	<b>3,745.19</b>	<b>55.72</b>	<b>-</b>	<b>3,800.91</b>	<b>305.50</b>	<b>353.22</b>
<b>Previous Year (2018-19)</b>	<b>4,006.91</b>	<b>91.50</b>	<b>-</b>	<b>4,098.41</b>	<b>3,630.93</b>	<b>114.27</b>	<b>0.00</b>	<b>3,745.19</b>	<b>353.22</b>	<b>375.98</b>

## Notes forming part of Financial Statements as at March 31, 2020

**3 Financial Assets - Others**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) Bank Deposits with more than 12 months maturity	289.31	274.77
ii) HDFC Fixed Deposit	15,000.00	15,249.66
	<b>15,289.31</b>	<b>15,524.43</b>

**4 Deferred Tax Assets (Net)**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
Deferred Tax Assets arising due to temporary difference pertaining to:		
a) Depreciation	-	-
Deferred Tax Liabilities arising due to temporary difference:		
	-	-
Deferred Tax Assets (Net)	-	-

**5 Other Non-Current Assets**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) <u>Others:</u>		
Deferred Listing & Related Expenses	1,057.61	1,586.42
	<b>1,057.61</b>	<b>1,586.42</b>

**6 Inventories**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) Stock-in-trade (in respect of goods acquired for trading)	3,540.41	14,161.58
ii) The stock has been valued at Cost.		
	<b>3,540.41</b>	<b>14,161.58</b>

**7 Trade Receivables**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) Unsecured, considered good	51,369.84	50,574.59
Less: Provision for bad and doubtful debts	-	-
	<b>51,369.84</b>	<b>50,574.59</b>

**8 Cash and cash equivalents:**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) <u>Cash and Cash Equivalents:</u>		
(a) Balances with Banks		
- Canara Bank	53.80	143.40
- HDFC Bank	32,471.42	26,233.41
(b) Cash on hand	7.44	19.78
iv) Others (Specify nature)	-	-
	<b>32,532.66</b>	<b>26,396.59</b>



## Notes forming part of Financial Statements as at March 31, 2020

**9 Loans**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) <u>Loans to related parties:</u>		
Unsecured, considered good		
- Sanjay Vanijya (Proprietary Concern of Director)	-	-
Less: Allowance for bad and doubtful loans	-	-
	-	-

**10 Current Tax Assets (Net)**

Particulars	As at 31 March 2019	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
- Income Tax Refund Receivable (A.Y.2017-18)	-	-
- Income Tax Refund Receivable (A.Y.2008-09)	121.20	121.20
- Income Tax Refund Receivable (A.Y.2009-10)	129.18	129.18
- Income Tax Refund Receivable (A.Y. 2018-19)	-	476.32
	<b>250.38</b>	<b>726.71</b>

**11 Other Current Assets**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
- Advance paid to Creditors	0.20	-
- Advance to High Value Management & Consultants	-	41.40
- Advance to Kothari Transware Pvt. Ltd.	0.00	-
- TDS Receivable	234.90	253.61
- Advance Income Tax	-	200.00
- Rent Deposits	300.00	300.00
- Prepaid Expenses	42.38	39.45
- VAT Receivable (F.Y.2006-07)	79.18	79.18
- Accrue Interest	203.90	50.89
- CDSL India Pvt. Ltd.	-	-
- Salary Paid in Advance	-	-
- Input Tax Credit Receivable (Paid under RCM basis)		
IGST	-	10.88
CGST	-	-
SGST	-	-
- Input Tax Credit Receivable		
IGST	10.80	563.54
SGST	12.77	-
CGST	64.67	-
	<b>948.79</b>	<b>1,538.95</b>

## Notes forming part of Financial Statements as at March 31, 2020

## 12 Share Capital

Particulars	As at end of 31 March 2020		As at end of 31 March 2019	
	Number	(Rs. '000s)	Number	(Rs. '000s)
<b>Authorised Share Capital</b>				
Equity shares of Rs. 10 /- each	5,500.00	55,000.00	5,500.00	55,000.00
	<b>5,500.00</b>	<b>55,000.00</b>	<b>5,500.00</b>	<b>55,000.00</b>
<b>Issued, Subscribed and fully paid up:</b>				
Equity shares of Rs.10 each, fully paid up	5,010.00	50,100.00	5,010.00	50,100.00
<b>Total Share Capital</b>	<b>5,010.00</b>	<b>50,100.00</b>	<b>5,010.00</b>	<b>50,100.00</b>

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

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	(Rs. '000s)	No. of Shares	(Rs. '000s)
Shares outstanding at the beginning of the year	5,010.00	50,100.00	5,010.00	50,100.00
Shares issued during the year - Bonus Issue	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>5,010.00</b>	<b>50,100.00</b>	<b>5,010.00</b>	<b>50,100.00</b>

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

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

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

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	% of holding	No. of Shares	% of holding
Sanjay Mundra	1,522.20	30.38%	1,522.20	30.38%
Manjusha Mundra	1,103.63	22.03%	1,103.63	22.03%

## 13 Other Equity

Particulars	As at end of 31 March 2020		As at end of 31 March 2019	
	(Rs. '000s)		(Rs. '000s)	
<b>i) Reserves &amp; Surplus:</b>				
<b>a) Retained Earnings-</b>				
Balance of Profit & Loss Statement				
Balance as per last financial statement	55,420.09		57,473.14	
Add: Profit/(Loss) for the year	(1,777.44)		(2,053.05)	
Balance as at the end of the year		53,642.65		55,420.09
		<b>53,642.65</b>		<b>55,420.09</b>

## NOTES TO FINANCIAL STATEMENTS

**14 Deferred Tax Liabilities (Net)**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
<b>Deferred Tax Liabilities arising due to temporary difference pertaining to:</b>		
a) Amortisation of Listing & Related Expenses	274.98	412.47
<b>Deferred Tax Assets arising due to temporary difference pertaining to:</b>		
a) WDV of Fixed Assets	(182.45)	(210.84)
<b>Total Deferred Tax Liabilities (Net)</b>	<b>92.52</b>	<b>201.63</b>
Opening Deferred Tax Asset upto 01.04.2018	-	-
<b>Closing Deferred Tax Liabilities (Net)</b>	<b>92.52</b>	<b>201.63</b>

**15 Trade Payables**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
i) To Micro, Small and Medium Enterprises	-	-
ii) <u>Payable to Others</u>		
Creditors For Goods	0.62	4,389.46
Creditors For Brokerage	237.54	422.86
Creditors For Freight Charges	63.75	94.46
<b>Total</b>	<b>301.91</b>	<b>4,906.78</b>

**16 Other current liabilities:**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
a) <u>Others:</u>		
i) <u>Other payables</u>		
- Confidence Advertising	5.67	-
- Kothari Transware pvt limited	14.85	24.36
- Deepa M Lodha	26.10	18.18
- Deep Shukla & Associates	136.80	-
- R. K. Malpani & Co.	100.80	90.00
- R.H.Shah	16.00	16.00
- Indravadan Shah	7.50	7.50
ii) Liabilities for expenses	2.80	8.20
iii) TDS Payable	65.98	57.29
iv) Professional Tax Payable	1.58	1.58
v) Salary Payable	764.13	-
vi) GST Payable (Under RCM Basis)		
- IGST	15.20	10.88
- CGST	-	-
- SGST	-	-
	<b>1,157.42</b>	<b>233.98</b>

**17 Current Tax Liabilities (Net):**

Particulars	As at 31 March 2020	As at 31 March 2019
	(Rs. '000s)	(Rs. '000s)
Provision for Income Tax	-	-
	-	-

## NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended 31	For the year ended 31
		March 2020	March 2019
		(Rs. '000s)	(Rs. '000s)
<b>18</b>	<b>Revenue from operations:</b>		
	i) Sale of products		
	- Cotton and blended Yarn	1,90,923.02	2,32,554.04
		<b>1,90,923.02</b>	<b>2,32,554.04</b>
<b>19</b>	<b>Other Income:</b>		
	i) Interest income - Late Payment & Advances	1,289.56	2,282.07
	- Term Deposits With Bank	1,062.56	350.41
	ii) Interest on Income Tax refund	53.75	0.05
	iii) Other Income	59.85	37.05
		<b>2,465.71</b>	<b>2,669.57</b>
<b>20</b>	<b>Changes in Inventories of Stock-in-trade:</b>		
	Opening Stock	14,161.58	5,541.12
	Less: Closing Stock	3,540.41	14,161.58
		<b>10,621.17</b>	<b>(8,620.45)</b>
<b>21</b>	<b>Employee benefits expense:</b>		
	i) Salaries, Wages & Bonus	1,250.85	1,553.33
	ii) Remuneration to Directors	2,700.00	2,700.00
	iii) Remuneration to Chief Financial Officer	360.00	390.00
	iv) Remuneration to Company Secretary	240.00	285.00
	v) Staff welfare expenses	186.38	78.16
		<b>4,737.23</b>	<b>5,006.49</b>

Particulars		For the year ended 31	For the year ended 31
		March 2020	March 2019
		(Rs. '000s)	(Rs. '000s)
<b>22</b>	<b>Depreciation and amortization:</b>		
	Depreciation Expense	55.72	114.27
		<b>55.72</b>	<b>114.27</b>
<b>23</b>	<b>Other expenses:</b>		
	i) Freight	2,281.58	3,153.12
	ii) Travelling & Conveyance	7.83	18.55
	iii) Brokerage	360.13	447.10
	iv) Annual Custodial Fees	45.00	45.00
	v) Telephone & Internet Charges	17.60	14.26
	vi) Insurance Charges	35.91	44.32
	vii) Income tax AY 2015-16	-	12.71
	viii) General Expenses	58.12	11.77
	ix) IGST RCM excess taken last year	-	19.16
	x) Rent	462.53	462.53
	xi) Warehouse Charges	257.70	330.88
	xii) Printing & Stationary	21.75	57.57
	xiii) Motor Car Expenses	581.04	324.09
	xiv) Motor Car Insurance	40.12	22.70
	xv) Bad Debts	-	1,747.45
	xvi) Legal and professional charges	610.55	417.00
	xvii) Postage & Courier Charges	37.90	121.53
	xviii) Office Repairs & Manitanance	32.58	133.53
	xix) Electricity Charges	45.02	54.72
	xx) Computer Repairs and Maintanance	10.45	23.75
	xxi) Advertisement Expenses	49.12	33.12
	xxii) Filing & Miscellaneous expenses	3.60	22.60
	xxiii) Books & Periodicals	4.75	1.64
	xxiv) Professional Tax (PTEC)	2.00	2.00
	xxv) TDS Demand for Previous Years Paid	-	-
	xxvi) Interest on Late Payment of TDS	0.42	0.37
	xxvii) Interest on Late Payment of GS T	-	3.84
	xxviii) Bank Charges/ Commission	1.73	1.98
	xxix) Interest on Custodial Fees	-	-
	xxx) Sundry Balances Written/ Off	1.81	(2.06)
	xxxi) Listing Expenses Written/Off	528.81	528.81
	xxxii) Listing Fee	55.00	55.00
	xxxiii) Donation	-	100.00
	xxxiv) Audit Fees	100.00	100.00
		<b>5,653.04</b>	<b>8,309.03</b>

## NOTES TO FINANCIAL STATEMENTS

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
	(Rs. '000s)	(Rs. '000s)
<b>24 Earnings per share:</b>		
After extraordinary item:		
Profit for the year after tax expense	(1,777.44)	(2,053.05)
Less:		
Preference dividend payable including dividend tax	-	-
	(1,777.44)	(2,053.05)
Weighted average number of equity shares	5,010.00	5,010.00
Earning per share	(0.35)	(0.41)
Before extraordinary item:		
Profit for the year after tax expense	(1,777.44)	(2,053.05)
Adjustment for Extraordinary item (net of tax)		
	(1,777.44)	(2,053.05)
Less:		
Preference dividend payable including dividend tax	-	-
	(1,777.44)	(2,053.05)