

# DEEPJYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

TEL: 022 26204255 / 26244140  
Email: sanjayvanijya1@gmail.com

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.

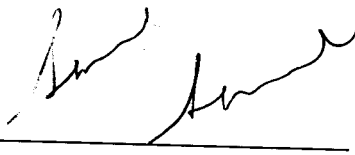
Respected Sir/Madam,

**Sub: Annual Report for the F.Y. 2020-21**

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 27<sup>th</sup> Annual General Meeting along with Annual Report of the Company for the F.Y. 2020-21.

The above is for your intimation and record.

**For: DEEPJYOTI TEXTILES LIMITED**



**Sanjay G. Mundra**  
(Director)

Date : 04/09/2021

Encl: Annual Report



# DEEPJYOTI TEXTILES LIMITED

ANNUAL REPORT 2020-2021



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**GENERAL INFORMATION**

Board of Directors : Sanjay Gopallal Mundra Whole-time Director  
Manjusha Sanjay Mundra Whole-time Director  
Rajendra B. Choudhary Independent Director  
Sunil P. Diwate Independent Director  
Saurabh Sanjay Mundra Non-Executive and  
Non-Independent Director  
(Appointed w.e.f.29.06.2021)

Company Secretary  
& Compliance Officer : Mantosh H. Vishwakarma

Chief Financial Officer : Harilal C. Pillai

Statutory Auditors : 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: carkmalpani@gmail.com

Bankers : HDFC Bank  
Canara Bank

Registered Office : "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.

Registrar and Share  
Transfer Agent : 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: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)  
Website: [www.mdpl.in](http://www.mdpl.in)

**MANAGEMENT NOTE****Dear Shareholders,**

It is our privilege to write to you and present the Annual Report for FY21.

These are challenging times, and I hope you and all other members of your family are safe and in good health.

India's diamond industry witnessed one of its most challenging years during FY 21 with declining sales figures vis-à-vis the previous few years owing to weak domestic demand and falling exports.

We would like to assure the shareholders that your Company has taken every step to ensure safety of the employees and the community. We have established world-class safety measures and preventive protocols at all locations. We are taking employees health and safety as the number one priority during the lockdown, unlock and ramp up period.

The world and certainly India has seen significant change – various lockdowns and unlocks continued due to the COVID-19 pandemic. However, slowly but surely, we are trying to come back to what would be the new normal. The impact that this pandemic has had on our lives and livelihoods – right from reduction in GDP to employment uncertainties to supply chain disruptions – would take significant time to undo.

Our performance- We recorded revenues of Rs. 485.18 Lakhs during the FY 21.

Significant cost control measures, focus on exports helped the Company to improve the operating EBITDA margin during the year under review in spite of lockdown.

We express our sincere thanks to all our Customers, Suppliers, Shareholders, Employees, Bankers, and Auditors for their continued support in these difficult times.

**STAY SAFE**

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Deepjyoti Textiles Limited will be held at its' Registered Office at "Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India, on Wednesday, September 29, 2021 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, 2021, together with the Reports of the Board of Directors and Auditor's thereon.

##### **2. Appointment of Mrs Manjusha Sanjay Mundra as director liable to retire by rotation:**

To appoint a Director in place of Mrs Manjusha Sanjay Mundra (*DIN: 01739476*), who retires by rotation and being eligible, offers herself 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 2021-22.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year 2021-22, 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.”

#### SPECIAL BUSINESS:

##### **4. Appointment of Mr Saurabh Sanjay Mundra (DIN: 02095906) as a Non-Executive and Non-Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory amendment or modification or re-enactment thereof, for the time being in force) Mr. Saurabh Sanjay Mundra (DIN: 02095906) who was appointed as an Non-executive, Non Independent Director of the Company w.e.f. June 29, 2021 by the Board of Directors and who holds office up to the date of this Annual General Meeting, in terms of Section 161(4) of the Companies Act, 2013, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**5. Re-appointment of Mr Sanjay Mundra [DIN: 01205282] as a Whole-Time Director:**

To consider, and if thought fit, to pass, with or without modification(s), following resolution as a special resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation by Nomination and Remuneration Committee, approval of the Members be and is hereby accords its approval to the re-appointment of Mr. Sanjay Mundra [DIN: 01205282] as a Whole-time Director for a further period of **5 years w.e.f. 22nd December, 2020 (From 22.12.2020 to 21.12.2025)** on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sanjay Mundra.

- i. Remuneration: Up to maximum of Rs.16 lakhs per annum.
- ii. The Whole-time Director shall be entitled to use the company’s car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

**“FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Sanjay Mundra [DIN: 01205282], in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. Re-appointment of Mrs. Manjusha Sanjay Mundra [DIN: 01739476] as a Whole-Time Director:**

To consider, and if thought fit, to pass, with or without modification(s), following resolution as a special resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation by Nomination and Remuneration Committee, approval of the Members be and is hereby accords its approval to the re-appointment of Mrs. Manjusha Sanjay Mundra [DIN: 01739476] as a Whole-time Director for a further period of **5 years w.e.f. 22nd December, 2020 (From 22.12.2020 to 21.12.2025)** on the remuneration and on such terms and conditions as set out below with liberty

and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Manjusha Mundra.

- i. Remuneration: Up to maximum of Rs.13 lakhs per annum.
- ii. The Whole-time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

**“FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mrs. Manjusha Sanjay Mundra [DIN: 01739476], in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. Re-appointment of Mr. Rajendra Bhagwandas Choudhary (DIN: 05144396) as an Independent Director for a second term:**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date and Schedule IV to the Act, and Regulation 16(1)(b) and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Mr. Rajendra Bhagwandas Choudhary (DIN: 05144396), who was appointed as an Independent Director and who holds office up to March 31, 2021 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Non-Executive Director on the Board of the Company, not liable to retire by rotation, with effect from April 1, 2021 to March 31, 2026.”

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

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

**Place: Mumbai  
Date: August 21, 2021**

**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 **Wednesday, September 22, 2021 to Wednesday, September 29, 2021** (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 2020-21, the Notice of the 27<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 27<sup>th</sup> AGM and the Annual Report 2020-21 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. **September 22, 2021**.
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 requires 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*



**Instructions for Voting through electronics means:**

- i. In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 as amended from time to time, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 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 27th 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).
- ii. The Remote E-voting facility will commence from **9.00 AM (IST) on Sunday, September 26, 2021 and will end at 5.00 PM (IST) on Tuesday, September 28, 2021**. 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.
- iii. 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. **Wednesday, September 22, 2021**.
- iv. The Board of Directors at their meeting held on August 21, 2021 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, if any, at the AGM in a fair and transparent manner.
- v. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (three) days from the conclusion of the AGM make a consolidated Scrutinizer’s report and submit the same to the Chairman of the meeting.
- vi. In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the demat account holders (including public non-institutional shareholders/retail shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants. Demat account holder shall be able to cast their vote without having register again with the e-voting service providers.
- vii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- viii. Pursuant to above said SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** (Remote e-voting and e-voting at the AGM) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able</p>

	<p>to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting</p>

	option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on cut-off date i.e. September 22, 2021 shall also follow then procedure stated herein for login details.

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

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

**Instructions to corporates, institutional investors, custodians and shareholders holding shares in physical mode: (Remote e-voting and e-voting at the AGM):**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iii) Next enter the Image Verification as displayed and Click on Login.
- iv) 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 e-voting of any company, then your existing password is to be used.
- v) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (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 or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. 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.

viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant Deepjyoti Textiles Limited on which you choose to vote.

x. 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.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xv. 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.

**xvi. Facility for Non – Individual Shareholders and Custodians –Remote Voting:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module..
- 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 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.
- a. 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 under help section or write an email to helpdesk.evoting@cdslindia.com

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

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

**Place: Mumbai  
Date: August 21, 2021**

**Registered Office:**

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

**❖ EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013;**

**Item 4 of the notice:-**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(4) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, had appointed Mr. Saurabh Sanjay Mundra (DIN: 02095906) Non-executive, Non-Independent Director of the Company with effect from June 29, 2021.

Pursuant to the provisions of Section 161 of the Act, the appointment of Mr. Saurabh Sanjay Mundra (DIN: 02095906) shall be approved by the Shareholders at the ensuing Annual General Meeting. The Ordinary Resolution as set out in Item no. 4 of the Notice seeks approval of the Shareholders for the same. A brief resume of Mr. Saurabh Sanjay Mundra (DIN: 02095906) is provided in the annexure to the Notice.

Mr. Saurabh Sanjay Mundra (DIN: 02095906) is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. Details of Mr. Saurabh Sanjay Mundra (DIN: 02095906) are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Saurabh Sanjay Mundra (DIN: 02095906) is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Saurabh Sanjay Mundra (DIN: 02095906) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item 5 of the notice:-**

At the meeting of the Board of Directors of the Company held on 12<sup>th</sup> February, 2021 on the recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Mundra [DIN: 01205282], was re-appointed as the Whole-time Director with the designation as Executive Director of the Company for another period of five years, *w.e.f. 22nd December, 2020 (From 22.12.2020 to 21.12.2025)* on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

- i. Remuneration: Up to maximum of Rs.16 lakhs per annum.
- ii. The Whole-time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

A brief resume of Mr. Sanjay Mundra is provided in the annexure to the Notice. This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

Mr. Sanjay Mundra is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Sanjay Mundra may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the special resolution set out in Item No. 5 for approval by shareholders.

**Item 6 of the notice:-**

At the meeting of the Board of Directors of the Company held on 12<sup>th</sup> February, 2021 on the recommendation of the Nomination and Remuneration Committee, Mrs. Manjusha Sanjay Mundra [DIN: 01739476], was re-appointed as the Whole-time Director with the designation as Executive Director of the Company for another period of five years, *w.e.f. 22nd December, 2020 (i.e. From 22.12.2020 to 21.12.2025)* on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

- i. Remuneration: Up to maximum of Rs.13 lakhs per annum.
- ii. The Whole-time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.

v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

A brief resume of Mrs. Manjusha Sanjay Mundra [DIN: 01739476] is provided in the annexure to the Notice. This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

Mrs. Manjusha Sanjay Mundra [DIN: 01739476] is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. Relatives of Mrs. Manjusha Sanjay Mundra [DIN: 01739476] may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the special resolution set out in Item No. 6 for approval by shareholders.

#### **Item 7 of the notice:-**

The Members of the Company had appointed Mr. Rajendra Bhagwandas Choudhary (DIN: 05144396) as Independent Director(s) to hold office up to March 31, 2021. As per Section 149(10) of the Act, an Independent Director who shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term up to five consecutive years on the Board of a Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152, read with Schedule IV and other applicable provisions, if any, of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); Mr. Rajendra Bhagwandas Choudhary, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director from April 01, 2021 to March 31, 2026.

A brief profile / expertise of the Independent Directors to be re-appointed is provided in the Annexure to the Notice. The Company has received declaration(s) from Mr. Rajendra Bhagwandas Choudhary that he met the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the Listing Regulations. In the opinion of the Board, Mr. Rajendra Bhagwandas Choudhary fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date and Regulation 16(1)(b) of the Listing Regulations for their re-appointment as Independent Non-Executive Director(s) of the Company and are independent of the management.

Copies of the draft appointment letters of Mr. Rajendra Bhagwandas Choudhary as Independent Non-executive Director(s) setting out the terms and conditions of re-appointment would be available for inspection by the Members, by writing an email to the Company at sanjayvanijyal@gmail.com.

The Company has immensely benefited during the tenures of Mr. Rajendra Bhagwandas Choudhary as Independent Director of the Company and the Board is satisfied with the integrity, expertise and experience (including the proficiency) of Mr. Rajendra Bhagwandas Choudhary, who are being re-appointed at this AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Rajendra Bhagwandas Choudhary and accordingly the Board recommends Special Resolution at Item No. 7 in relation to the re-appointment of Mr. Rajendra Bhagwandas Choudhary as Independent Director(s) of the Company for the respective periods stated above, for approval by the Members of the Company.

Mr. Rajendra Bhagwandas Choudhary, being appointee, is interested and concerned in the Resolution, mentioned at Item No. 7, of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said Resolution accompanying the Notice.

**Annexure to Notice**

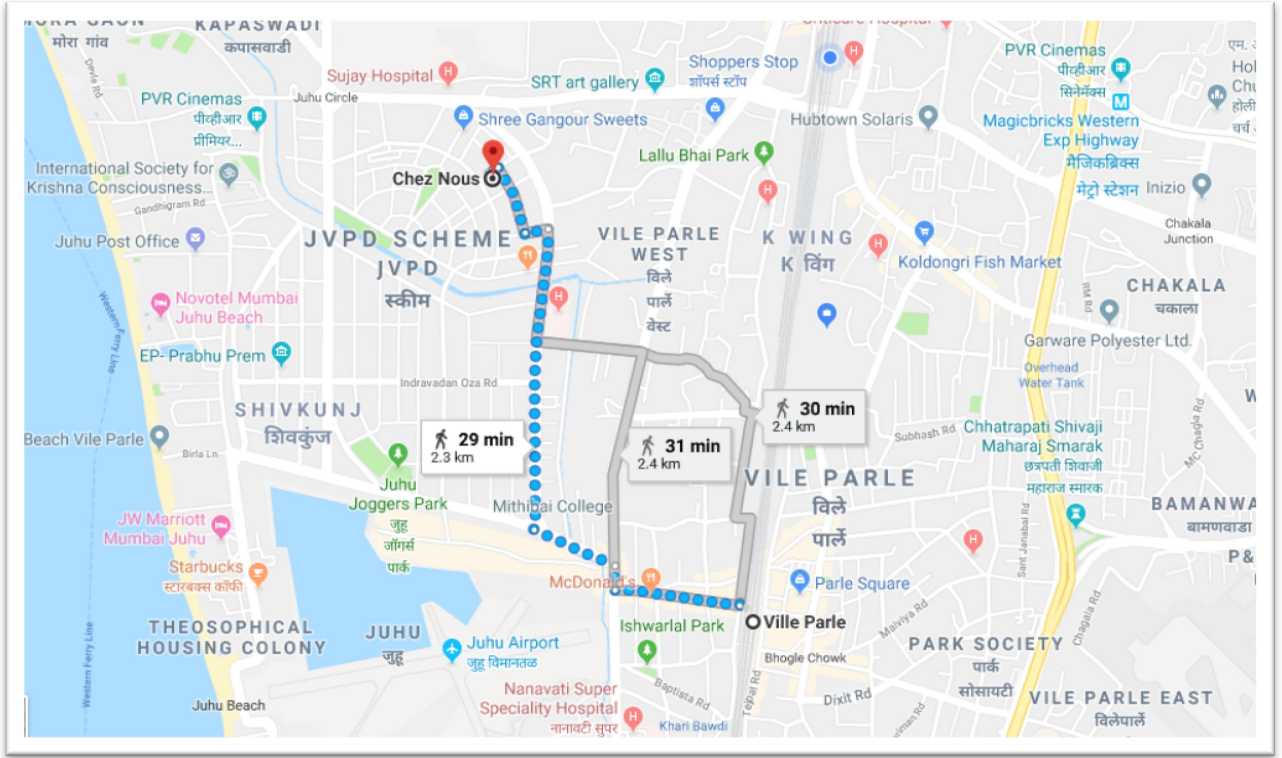
Details of Directors seeking appointment / re-appointment at the Annual General Meeting

*[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]*

Name of Director	Sanjay Mundra	Mrs. Manjusha Mundra	Mr. Saurabh Mundra	Mr. Rajendra Bhagwandas Choudhary
Date of Birth	17/02/1961	25/05/1967	06/01/1986	04/05/1962
Actual date of Appointment	21/12/1994	17/08/2005	29/06/2021	01/12/2011
Qualifications	B Com.	B Sc.	BA Computer Science	B Sc.
Expertise in Specific Functional Area	39 years of experience in yarn trading business	Human Resource Management	Information and Technology	31 years of experience in yarn textile industry
Directorships held in other listed companies (As on March 31, 2021)	SPV Global Trading Limited	Nil	Nil	Nil
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2021)	SPV Global Trading Limited	Nil	Nil	Nil
Shareholding of Directors (As on March 31, 2021)	1522200	1103630	Nil	Nil
Relationship between Directors inter-se	Husband of Manjusha Mundra and Father of Saurabh Mundra	Wife of Sanjay Mundra and Mother of Saurabh Mundra	Son of Sanjay Mundra and Manjusha Mundra	NA



**ROAD MAP**



**Attendance Slip**27<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: [sanjayvanijya@gmail.com](mailto:sanjayvanijya@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

Date	Venue	Time
September 29, 2021	"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.

FolioNo. \_\_\_\_\_ \*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 27<sup>th</sup> Annual General Meeting of the Company held on September 29, 2021 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 2020-21 and Notice of the 27<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 2020-21 and Notice of the 27<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.*



27<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 27<sup>th</sup> Annual General Meeting of the Company to be held on September 29, 2021 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:

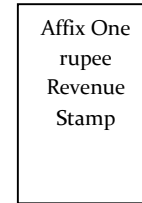
\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

SI. 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, 2021 and reports of the Board of Directors and the Auditors thereon			
2.	To appoint a Director in place of Mrs Manjusha Sanjay Mundra (DIN: 01739476), who retires by rotation and being eligible, offers herself 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			
<b>Special Business</b>				
4.	Appointment of Mr Saurabh Sanjay Mundra (DIN: 02095906) as a Non-Executive and Non-Independent Director			
5.	Re-appointment of Mr Sanjay Mundra [DIN: 01205282] as a Whole-Time Director:			
6.	Re-appointment of Mrs Manjusha Sanjay Mundra [DIN: 01739476] as a Whole-Time Director			
7.	Re-appointment of Mr Rajendra Bhagwandas Choudhary (DIN: 05144396) as an Independent Director for a second term			

*\*\* 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 \_\_\_\_\_ 2021

**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 27<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, 2021.

### Financial Results:

The summarized financial performance of the Company for the FY 2020-21 and 2019-20 are given below:

[Amount in Lakhs]

Particulars	Standalone	
	2020-21	2019-20
Revenue from operations	485.18	1,909.23
Other Income	15.79	24.66
<b>Total Revenue</b>	<b>500.97</b>	<b>1,933.89</b>
<b>Total Expenses</b>	<b>589.94</b>	<b>1,952.75</b>
<b>Profit/(Loss) before exceptional items and tax</b>	<b>(88.97)</b>	<b>(18.87)</b>
Exceptional Items	-	-
<b>Net Profit Before Tax</b>	<b>(88.97)</b>	<b>(18.87)</b>
Provision for Tax		
- Current Tax	-	-
- Deferred Tax (Liability)/Assets	1.07	(1.09)
- Tax Adjustments	-	-
<b>Net Profit/(Loss) After Tax</b>	<b>(90.04)</b>	<b>(17.77)</b>
Profit/(Loss) from Discontinued operations	-	-
Tax Expense of Discontinued operations	-	-
Profit/(Loss) from Discontinued operations (after tax)	-	-
Profit/(Loss) for the period	<b>(90.04)</b>	<b>(17.77)</b>
Earnings per equity share ( <i>for continuing operation</i> ):		
- Basic	(1.80)	(0.35)
- Diluted	(1.80)	(0.35)

### Review of Operations:

During the year under review, the Company has posted total revenue of Rs. 500.97 Lakhs as against Rs. 1,933.89 Lakhs for the corresponding previous year.

Further, the Company incurred net loss to the tune of Rs. 90.04 Lakhs as against net loss of Rs. 17.77 Lakhs for the corresponding previous year.

**State of Affairs and Future Outlook:**

We are working tirelessly to create an environment of innovation and learning. This objective enables us to help our customers across the world gain access to affordable textiles product. We are a growing organization, with products supply across the India and in other country.

The Company has also entered into business of trading activities shares, shares, units, stocks, debentures, debenture-stock, bonds, mortgages, obligations and other securities by original subscription, or secondary sale/purchase, tender, purchase, charge gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchase and sell above mentioned securities and to become members and participate in trading, settlement and other activities of commodity exchange/s (including national, multi-commodity exchange/s) facilitating for itself or for clients, trades and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India by insertion of new business activities in the MOA.

**COVID-19 and its impact:**

The Company's operations were disrupted by the prolonged lock down announced by the Government consequent to CoVID-19 crisis, partly in the month of March 2020, fully in the month of April 2020, partly in the month of May 2020, partly in the month of March 2021, fully in the month of April 2021, May 2021 and June 2021. The management has assessed the impact of the lockdown & consequent economic slowdown on business operations, revenues, cash flows and other financial parameters as on 31st March, 2021. It has evaluated and assessed that the current situation will not affect the recoverability of the company's assets, ongoing pertinence of its business, valuation' & realisation of its inventory as also its ability to repay liabilities. While evaluating the impact, the management has considered the global economic conditions as well as information emanating from external and internal sources and is hopeful that future of Indian economy.

**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:****➤ *Inductions / Appointment or Re-appointment of Director:***

1. In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mrs. Manjusha Sanjay Mundra (DIN: 01739476), Whole-time Director of the Company, retires by rotation and being eligible; offers herself for re-appointment at the forthcoming 27<sup>th</sup> Annual General Meeting. The Board recommends the said reappointment for shareholders' approval.
2. At the meeting of Board of Directors, Mr. Saurabh Sanjay Mundra (DIN: 02095906) was appointed as a Non-executive, Non Independent Director of the Company w.e.f. June 29, 2021. Pursuant to the provisions of Section 161 of the Act, Mr. Saurabh Sanjay Mundra holds office till the date of the ensuing Annual General Meeting and is eligible for appointment as Director of the Company. A Resolution in this behalf is set out at Item No. 4 of the Notice of Annual General Meeting, for Members' approval.
3. At the meeting of the Board of Directors of the Company held on 29th June 2021, on the recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Mundra [DIN: 01205282] and Mrs. Manjusha Sanjay Mundra [DIN: 01739476] were re-appointed as the Whole-time Director with the designation as Executive Director of the Company for another period of five years with effect from 1 April 2020 but due to some unavoidable circumstances, the Board has skipped to proposed to ratify the their re-appointment for a further period of 5 years at the Annual General Meeting held on 21st December, 2020. Further your Board of Directors on recommendation of the Nomination and Remuneration Committee again re-appointed them as a Whole-time Director for a further period of 5 years w.e.f. 22nd December, 2020 (From 22.12.2020 to 21.12.2025) on the terms of remuneration as may be approve by members. A Resolution in this behalf is set out at Item No. 5 & 6 of the Notice of Annual General Meeting, for Members' approval.
4. The Members of the Company had appointed Mr. Rajendra Bhagwandas Choudhary (DIN: 05144396) as Independent Director(s) to hold office upto March 31, 2021. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152, read with Schedule IV and other applicable provisions, if any, of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); Mr. Rajendra Bhagwandas Choudhary, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director from April 01, 2021 to March 31, 2026. A Resolution in this behalf is set out at Item No. 7 of the Notice of Annual General Meeting for Members' 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.

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 **06 (Six) Board Meetings** were held during the year ended 31<sup>st</sup> March, 2021, the dates which are 29<sup>th</sup> June 2020, 29<sup>th</sup> July 2020, 15<sup>th</sup> September 2020, 12<sup>th</sup> November 2020, 12<sup>th</sup> December 2020, 12<sup>th</sup> February 2021 and 22<sup>nd</sup> February 2021. 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, 2021 are given below:

Name of the Directors	Category	No. of Board Meetings attended
Mr. Sanjay Mundra	Whole-time Director	06
Mrs. Manjusha Mundra	Whole-time Director	06
Mr. Saurabh Mundra	Non-Executive Non-Independent Director	-
Mr. Rajendra Chodhury	Independent Director	06
Mr. Sunil Diwate	Independent Director	06

#### 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 **04 (Four)** meetings of committee were held during the year ended 31<sup>st</sup> March, 2020, the dates which are 29<sup>th</sup> July 2020, 15<sup>th</sup> September 2020, 12<sup>th</sup> November 2020 and 12<sup>th</sup> February 2021.

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	04
2.	Mr. Sanjay Mundra	Member, Whole-time Director	04
3.	Mr. Sunil Diwate	Member, Independent Director	04

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 **02 (Two)** meetings of the Committee were held during the year ended 31<sup>st</sup> March, 2021, the dates which are 29th June 2020 and 11th February 2021.

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

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
1.	Mr. Rajendra Choudhary	Chairman, Independent Director	02
2.	Mr. Sanjay Mundra	Member, Whole-time Director	01
3.	Mr. Sunil Diwate	Member, Independent Director	02

#### **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 Rs.)
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:

The terms of reference are in line with Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

During the year **01 (One)** meetings of the Committee were held during the year ended 31<sup>st</sup> March, 2021, the dates which is 29<sup>th</sup> July 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	01
2.	Mr. Sanjay Mundra	Member, Whole-time Director	01
3.	Mr. Sunil Diwate	Member, Independent Director	01

The details of complaints received and resolved during the Financial Year ended March 31, 2021 are given in the Table below. The complaints relate to non-receipt of annual report, dividend, share transfers, other investor grievances, etc.

Details of complaints received and resolved during the Financial Year 2020-21:

Particulars	Number of Compliant
Opening as on April 1, 2020	-
Received during the year	-
Resolved during the year	-
Closing as on March 31, 2021	-

**Directors' Responsibility Statement:**

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

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) 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 form an integral part of this report.

**Extract of Annual Return:**

Pursuant to Notification dated 28th August, 2020 issued by the Ministry of Corporate Affairs as published in the Gazette of India on 28th August, 2020, the details forming part of the extract of Annual Return in Form MGT-9 is not required to be annexed herewith to this report. However, the Annual Return will be made available at the website of the Company at: [www.djtextiles.co.in](http://www.djtextiles.co.in).

**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, 2022 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 V* 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, M/s. Bhutada Associates, Chartered Accountants (Firm Regn No.: 101476W) acting as an Internal Auditor of the Company for a term of five (5) years i.e. from Financial Year 2020-21 to 2024-25 w.e.f. June 01, 2021.

**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 500 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, 2021.

**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, 2021, 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. 23b 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 values innovation and applies it to every facet of its business. This drives development of distinctive new products, ever improving quality standards and more efficient processes.

The Company has augmented its revenues and per unit price realization by deploying innovative marketing strategies and offering exciting new products. The depth of designing capabilities was the core to our success over the years.

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,
- c) Retention of existing customers and expansion of customer base,
- d) Lower inventory stocks resulting in low carrying costs.

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 is committed to discharging its social responsibility as a good corporate citizen.

The Board of Directors has framed a new policy on August 21, 2021 which lays down a framework in relation to Corporate Social Responsibility of the Company. This policy also lays down to lay down guidelines for the company to make CSR a key business process for sustainable development for the Society. The details of this policy are explained by way of *Annexure VI*.

During the year under review, the Company has not expended any amount towards CSR activities as the same is not applicable to the Company pursuant to section 135 of the Companies Act, 2013.

**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 2021, 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 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:**

During the year under review the Company has also entered into business of trading activities shares, units, stocks, debentures, debenture-stock, bonds, mortgages, obligations and other securities by original subscription, or secondary sale/purchase, tender, purchase, charge gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchase and sell above mentioned securities and to become members and participate in trading, settlement and other activities of commodity exchange/s (including national, multi-commodity exchange/s) facilitating for itself or for clients, trades and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India by insertion of new business activities in the MOA.

**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**

<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: August 21, 2021**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Indian Economy:**

The outbreak of the COVID-19 pandemic in March 2020 along with the national lockdown in India disrupted economic activities including demand and supply chain resulting in a significant slowdown of the Indian economy.

With the staggered unlocking measures from May/ June 2020 onwards some normalcy started getting restored. The manufacturing sector witnessed a fast recovery from second quarter of 2020-21 coupled with a revival of consumer demands during the festive season. Widespread monsoon with healthy crops and increased rural demand also helped recovery of the Indian economy in the second half of last fiscal. The service sector was more vulnerable than manufacturing. Indian economy as per the second advance estimates is estimated to have contracted at (8%) during 2020-21 compared to a growth of 4% in 2019-20.

A sharp surge in the cases during the second wave of Covid-19 since the second week of April 2021 had lead to many state governments announcing strict lockdowns / restrictions on movement etc. and this is affecting the economic activity especially of Micro, Small and Medium Enterprises. Economic impact of the second wave could intensify in the next few weeks due to lower mobility. The overall impact of the second wave on the economy is difficult to assess presently, but it is likely to negatively affect GDP growth in the first quarter.

With emergence of strong second wave of Covid-19 pandemic, the Indian economy is now projected to grow at about 10% during fiscal 2021-2022.

### **Industry Structure and Developments:**

During the year under review, the Cotton Textile industry had been facing major challenges. The Company managed to reach a turnover of Rs. 500.97 Lakhs even under the conditions of uncertain cotton prices and heavy competition. The major factors contributing to heavy losses are the sale of yarn and price realization. Both the factors have dropped down drastically resulting in reduced margins of the Company. Necessary measures are being initiated to improve the situation by rationalizing operations and cutting down the cost during the current financial year.

### **Opportunities:**

It appears bright for the Indian textile industry, in particular Cotton textiles, both in domestic and export consumption. Potential for yarn produced from man-made fibers are expected to improve in consumer markets, which will result in improving the performance of the Company. Furthermore, various measures are also being initiated to maximize the capacity utilization and efficiency rate and also to minimize the expenditure involved to improve the profit margins of the Company.

**Threats:**

Excess spinning capacity availability nationwide and incentive schemes offered by the other state governments along with competition from peer groups with modern facilities results in better quality with reduced costs and higher productivity which results in heavy losses to our Company.

Besides this, lack of skilled manpower & increasing costs of Power & Raw materials are also other major threats faced by our industry which have a significant impact on the Productivity and performance of the Company.

Baring the uncertainty in economic growth, the performance of the company can be improved to reach the defined targets depending on the monetary policy of the Country. Lack of Export orders due to government's policy also are expected to have an impact on the export markets which will have an effect on the profitability of the Company.

**CHANGES IN KEY FINANCIAL RATIOS:**

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:

<b>S. NO.</b>	<b>Key Financial Ratio</b>		<b>FY 2020-21</b>	<b>*FY 2019-20</b>
1.	Debtors Turnover Ratio		3.51	3.72
2.	Inventory Turnover Ratio		14.28	21.57
3.	Interest Coverage Ratio		-	-
4.	Current Ratio		80.91	60.74
5.	Debt Equity Ratio		-	-
6.	Operation Profit Margin		-0.19	-0.01
7.	Net Profit Margin		-0.18	-0.01
8.	Change in Return on Net Worth		-0.08	-0.04

*\*Previous year's Figures have been regrouped / rearranged wherever necessary*

**Risks and concerns:**

The nature and the magnitude of the risks associated with the Company are reviewed and placed before the Board periodically. Various measures for modernization have been introduced to reduce the dependency of labour, which also ensures optimum capacity utilization & quality outputs.

**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.

**Human Resources/Industrial Relations:**

Employer-Employee relations continued to remain cordial during the year at all the units of the Company. Necessary measures are being adopted to improve the life, work culture, productivity, efficiency and effectiveness of the workers and staff at all levels. Even under the situation of Non availability of skilled manpower, the costs of recruiting, training and deploying trained labour still remains a major constraint to the Company.

**Financial Performance with respect to operational performance:**

The Financial performance of the Company for the year 2020-21 is described in the Directors' Report under the head operations.

**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>
<b>[DIN: 01205282]</b>	<b>[DIN: 01739476]</b>

**Place: Mumbai**  
**Date: August 21, 2021**

### 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**

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

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

**Place: Mumbai**  
**Date: August 21, 2021**

## 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 2020-21; 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 2020-21.

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2020-21 (Amount in Rs.)	% increase/decrease in remuneration in the Financial Year 2020-21	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors			
Mr. Sanjay Mundra (WTD)	15,00,000/-	-	25:01
Mrs. Manjusha S. Mundra (WTD)	12,00,000/-	-	20:01
B. Key Managerial Personnel			
Mr. Harilal Pillai (CFO)	3,60,000/-	-	06:01
Mr. Mantosh Vishwakarma (CS)	2,40,000/-		04:01

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 2020-21 is Rs. 60,000/-.

- iii. The percentage increase/decrease in the median remuneration of employees in the financial year 2020-21

Particulars	Financial Year 2020-21 (Amount in Rs.)	Financial Year 2019-20 (Amount in Rs.)	Decrease by(%)
Median remuneration of all employees	60,000	2,89,800	20.70

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 09 permanent employees on the rolls of Company as on March 31, 2021.

- 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 2020-21 was 36.94% 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**

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

**Manjusha Mundra**  
**Whole-time Direct**  
*[DIN: 01739476]*

**Place: Mumbai**

**Date: August 21, 2021**

**Registered Office:**

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

**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	Remuner ation Received [Rs.] p.a.	Qualific ation	Experie nce in years	Age in years	Date of commencement of employment	Last employ ment held	% of shareh olding
Mr. Sanjay Mundra	Whole-time Director	15,00,000	B.Com	39	61	21/12/1994	-	30.38
Mrs. Manjusha S. Mundra	Whole-time Director	12,00,000	B.Sc.	30	55	17/08/2005	-	22.03
Mr. Harilal Pillai	Chief Financial Officer	3,60,000	B.Com	26	57	12/02/2018	-	-
Mr. Mantosh vishwakarma	Company Secretary	2,40,000	CS	6	35	05/07/2018	Public Limited Company	-
Rafique Yusuf Shaikh	Driver	165000	10 <sup>th</sup>	10		01/06/2020	-	-
Anil Shobi	Driver	154200	11 <sup>th</sup>	12		15/07/2020	-	-
Pintu Ram	Office Assitant	60000	10 <sup>th</sup>	1		01/11/2020	-	-
Mr. Vasudev Ram	Office Assitant	36550	5 <sup>th</sup>	10		23/12/2020	-	-
Mr. Govind Ram	Office Assitant	23750	5 <sup>th</sup>	12		16/01/2021	-	-



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

Names of Employees	Names of employees who are relatives of any Director
Mr. Sanjay Mundra	Husband of Mrs. Manjusha Mundra and Father of Saurabh Mundra
Mrs. Manjusha Mundra	Wife of Mr. Sanjay Mundra and mother of Saurabh Mundra
Mr. Harilal Pillai	No Relation with any Director
Mr. Mantosh vishwakarma	No Relation with any Director
Mr. Rafique Yusuf Shaikh	No Relation with any Director
Mr. Anil Shobi	No Relation with any Director
Mr. Pintu Ram	No Relation with any Director
Mr. Vasudev Ram	No Relation with any Director
Mr. Govind Ram	No Relation with any Director

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

Place: Mumbai  
Date: August 21, 2021

Sanjay Mundra  
Whole-time Director  
[DIN: 01205282]

Manjusha Mundra  
Whole-time Direct  
[DIN: 01739476]

**Registered Office:**

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

## ANNEXURE V

**SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2021**

*[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 2021 (‘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 2021 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. (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: 16/08/2021**

**DEEP SHUKLA  
(PROPRIETOR)  
FCS: 5652  
CP NO.5364  
UDIN:F005652C000790172**

**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: 16/08/2021**

**DEEP SHUKLA**  
**(PROPRIETOR)**  
**FCS: 5652**  
**CP NO.5364**  
**UDIN:F005652C000790172**

**CSR POLICY****(Approved by the Board of Directors on August 21, 2021)****1. Title and applicability:**

The document describes the Corporate Social Responsibility Policy (“CSR policy”) of Deepjyoti Textiles Ltd. (“DTL” or “the company”). It includes DTL’s vision, mission and other relevant attributes of Corporate Social Responsibility.

The CSR policy shall be guided by DTL’s corporate philosophy of respect for the individual and the society at large.

The CSR policy has been formulated in accordance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the relevant amendments / notifications / circulars.

The CSR policy shall apply to all CSR programs of DTL

**2. Vision and Mission:**

DTL is committed to build a sustainable business with strong social relevance and a commitment to inclusive growth and contribute to the society by supporting causes on various concerns about health-care.

In pursuance of our vision that DTL desires to assist people and animals to live healthier through innovative medicines. We are dedicated towards fulfilling the social objectives through various CSR activities. The Company shall make its endeavor to positively impact and influence the Society for its sustainable development.

**3. CSR Committee:****3.1. Constitution of CSR Committee**

In compliance with the CSR Rules, a Corporate Social Responsibility Committee (“the CSR Committee”) has been constituted by the Board of Directors to oversee the CSR agenda of the Company.

Board of Directors shall be empowered to take decision for making or effecting changes in the constitution of the CSR Committee.

The composition of CSR Committee shall be disclosed in the Board of Directors’ Report and the Website of the Company.

**3.2. Responsibilities of the CSR Committee**

- a. To formulate & recommend to the Board of Directors, a CSR Policy indicating the activities to be undertaken as specified in Schedule VII of the Companies Act, 2013 and modify / amend the same as required;
- b. To recommend the amount of expenditure to be incurred on CSR activities;
- c. To develop and institutionalize a CSR reporting mechanism in light with Section 135, Rule 8 of the Companies Act 2013;
- d. To ensure that DTL corporate website displays the approved CSR policy of the company;
- e. To monitor the CSR Policy, Projects and Programs from time to time.
- f. To formulate and recommend to the Board, an annual action plan in pursuance of its CSR

Policy which shall include the following:

The list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;

The manner of execution of such projects or programs;

The modalities of utilization of funds and implementation schedules for the projects or programs; and

Monitoring and reporting mechanism for the projects or programs.

### 3.3. Meetings of CSR Committee

The CSR Committee shall meet as and when the CSR Committee deems appropriate and in any event shall be held not less than twice a year.

### 4. Monitoring of CSR programs:

Corporate Social Responsibility Committee shall monitor Corporate Social Responsibility Policy of the company from time to time and it shall provide its report to the Board of Directors on annual basis.

### 5. Effective Date:

The new CSR Policy shall be effective from the date of its approval by the Board of Directors.

### 6. Review Mechanism & Governance

Every year, the CSR Committee will place for the Board's approval, a CSR plan delineating the CSR programs to be carried out during the financial year and the specified budgets thereof as per the applicable provisions of the Act. The Board will consider and approve the CSR Plan with any modification that may be deemed necessary. The Board of a company shall satisfy itself that the funds so disbursed for CSR activities have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect. The CSR Committee will

assign the task of implementation to the management group led by the Managing Director who will in turn report to the CSR Committee on progress as such frequency as the CSR Committee may direct. At the end of every financial year, the CSR committee will submit its report to the Board.

### **7. CSR Expenditure:**

CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR programs undertaken in accordance with the approved CSR Plan. Any income arising from the CSR programs will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure. The expenditure will be fully supported with all documentary evidences as may be required and specified by the CSR committee.

### **8. CSR Funds:**

- a) The Board of the Company to ensure that minimum of 2% of average net profit of the last 3 years is spent on CSR initiatives undertaken.
- b) In case at least 2% of average net profit of the last 3 years is not spent in a financial year, reasons for the same to be specified in the CSR report.
- c) Any surplus generated out of the CSR activities not to be added to the normal business profits of the Company.
- d) In case the company spends an amount in excess of the 2%, then the company may set off such excess amount up to immediate succeeding 3 (Three) financial year subject to following conditions:
  - (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any;
  - (ii) the Board of the Company shall pass a resolution to that effect.

### **9. DISCLOSURE:**

The Company's engagement in this domain shall be disseminated on its website, annual reports and/ or its in-house journals as and when deem fit.

The Company will also disclose the CSR projects/programs/activities on the official website as required under the Act and the rules. A brief summary of CSR projects/programs/activities will also be included in the Annual Report in the prescribed format as per the CSR rules of the Act. The CSR Policy issued pursuant to the Act has been recommended by the CSR Committee of the Board of Directors and approved by the Board of Directors and shall be placed on the Company's website.

### **10. Review and amendments of the CSR Policy:**

The CSR Committee shall review the CSR Policy from time to time based on the changing needs and make suitable modifications as may be necessary with the approval of the Board. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder



and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

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

**Sanjay Mundra**                      **Manjusha Mundra**  
**Whole-time Director**              **Whole-time Director**

**Place: Mumbai**  
**Date: August 21, 2021**

*[DIN: 01205282]*

*[DIN: 01739476]*

**Registered Office:**

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

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF DEEPJYOTI TEXTILES LIMITED****Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of Deepjyoti Textiles Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of profit and loss and statement of cash flows for the year 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, 2021, and loss and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

**Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual 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 financial statements or our knowledge obtained in the 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 that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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 risks of material misstatement of the financial statements,

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements 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 in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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**

- 1) As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and accordingly to the information and explanation given to us, we given in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
- 2) (A) 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 31<sup>st</sup> March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2021 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";
- (B) 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.
  - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2021.

- (C) With respect to the matter to be included in the Auditor's Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **R. K. Malpani & Co.**  
Chartered Accountants  
(Firm's Registration No. 124198W)

**Rajkumar Malpani**  
Partner  
Membership No. 080927  
UDIN No: 21080927AAAABO3072

Place: Mumbai  
Date: 29 June 2021

**Annexure - A - Report of Companies (Auditor's Report) Order, 2016 ("the Order") referred to in paragraph (1) of our report for the year ended 31st March, 2021**

**(i) Property, Plant and Equipment:**

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

(b) According to the information and explanations given to us, the property, plant and equipment have been physically verified by the management. As informed to us, no material discrepancies were noticed as compared to the books records, on such physical verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the 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 to the Company.

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

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(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, 2021 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 no disputed dues which have not been deposited on account of dispute.

(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 information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) According to information and explanations given to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **R. K. Malpani & Co.**  
Chartered Accountants  
(Firm's Registration No. 124198W)

**Rajkumar Malpani**  
Partner

Place: Mumbai  
Date: 29 June 2021

Membership No. 080927  
UDIN No: 21080927AAAABO3072



**“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, 2021 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 March 2021, 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's Registration No. 124198W)

**Rajkumar Malpani**

Partner

Membership No. 080927

UDIN No: 21080927AAAABO3072

Place: Mumbai

Date: 29 June 2021

## DEEPJYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

## BALANCE SHEET AS AT MARCH 31, 2021

(Rs. in Lakhs)

Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
<b>A ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, Plant and Equipment	2	18.87	3.06
(b) Financial Assets			
(i) Others	3	3.07	152.89
(c) Deferred Tax Assets (Net)	4	0.14	-
(d) Other Non-Current Assets	5	5.29	10.58
		27.37	166.53
<b>(2) Current Assets</b>			
(a) Inventories	6	-	35.40
(b) Financial Assets			
(i) Trade Receivables	7	71.98	513.70
(ii) Cash and Cash Equivalents	8	220.55	325.33
(iii) Others	9	341.77	-
(c) Current Tax Assets (Net)	10	4.84	2.50
(d) Other Current Assets	11	294.56	9.49
		933.69	886.42
<b>TOTAL ASSETS</b>		<b>961.06</b>	<b>1,052.95</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	12	501.00	501.00
(b) Other Equity	13	448.52	536.43
		949.52	1,037.43
<b>(2) Liabilities</b>			
<b>(1) Non-current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)	4	-	0.93
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	14	0.17	3.02
(b) Other Current Liabilities	15	11.37	11.57
		11.54	15.52
<b>TOTAL LIABILITIES</b>		<b>961.06</b>	<b>1,052.95</b>
Significant accounting policies	1		
Notes forming part of the financial statements (1 to 25)			

In terms of our report attached

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

**For and on behalf Deepjyoti Textiles Limited**

**Rajkumar Malpani**  
Partner  
Membership No. 080927

**Manjusha Mundra**  
Director  
DIN : 01739476

**Sanjay Mundra**  
Director  
DIN : 01205282

Place: Mumbai  
Date : 29th June 2021

**Harilal Pillai**  
Chief Financial Officer

**Mantosh Vishwakarma**  
Company Secretary

**DEEPJYOTI TEXTILES LIMITED**  
CIN: L27200MH1994PLC083950

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2021**

(Rs. in Lakhs)

	Particulars	Note No.	For the year ended 31 March 2021	For the year ended 31 March 2020
I.	Revenue from Operations	16	485.18	1,909.23
II	Other Income	17	15.79	24.66
III	<b>Total Revenue (I + II)</b>		<b>500.97</b>	<b>1,933.89</b>
IV	<u>Expenses:</u>			
	Purchases of Stock-in-Trade		207.02	1,742.08
	Changes in inventories of Stock-in-Trade	18	35.40	106.21
	Employee benefits expense	19	41.11	47.37
	Depreciation and amortization expense	20	3.87	0.56
	Other expenses	21	302.54	56.53
	<b>Total Expenses</b>		<b>589.94</b>	<b>1,952.75</b>
V	Profit before tax (VII-VIII)		<b>(88.97)</b>	<b>(18.87)</b>
VI	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		1.07	(1.09)
	<b>Total Tax Expense</b>		<b>1.07</b>	<b>(1.09)</b>
VII	Profit/(Loss) after tax for the year (V - VI)		<b>(90.04)</b>	<b>(17.77)</b>
VIII	Earning per equity share:			
	(1) Basic	24	(1.80)	(0.35)
	(2) Diluted	24	(1.80)	(0.35)
	Significant accounting policies	1		
	Notes forming part of the financial statements (1 to 25)			

In terms of our report attached

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

**For and on behalf Deepjyoti Textiles Limited**

**Rajkumar Malpani**  
Partner  
Membership No. 080927

**Manjusha Mundra**  
Director  
DIN : 01739476

**Sanjay Mundra**  
Director  
DIN : 01205282

Place: Mumbai  
Date : 29th June 2021

**Harilal Pillai**  
Chief Financial Officer

**Mantosh Vishwakarma**  
Company Secretary

## DEEPJYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Year ended	Year ended
	31st March,2021	31st March,2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
<b>A. Cash Flow from Operating Activities:</b>		
Net Profit before tax and extraordinary items	(88.97)	(18.87)
Adjustments for:		
Depreciation	3.87	0.56
Interest on Term Deposit with Bank	(9.25)	(10.63)
Listing Expenses written off	5.29	5.29
Net gain on sale of property plant and equipment	(0.99)	-
<b>Operating Profit before working Capital Changes</b>	<b>(90.06)</b>	<b>(23.65)</b>
Adjustments for:		
(Increase)/Decrease in Current Assets	(152.05)	108.92
(Decrease) in Current Liabilities	(3.05)	(36.81)
<b>Cash generated from operations:</b>	<b>(245.16)</b>	<b>48.46</b>
Income Taxes Paid	-	-
<b>Net Cash generated from Operating Activities</b>	<b>(245.16)</b>	<b>48.46</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of fixed asset	(20.29)	(0.08)
Sales of Fixed Asset	1.60	-
Decrease in Investments	149.82	2.35
Interest on Term Deposit with Bank	9.25	10.63
<b>Net Cash generated from Investing Activities</b>	<b>140.38</b>	<b>12.90</b>
<b>C. Cash Flow from Financing Activities:</b>		
<b>Net Cash generated from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>D. Net Increase in Cash &amp; Cash Equivalents</b>	<b>(104.78)</b>	<b>61.36</b>
Cash and Cash Equivalents as at the beginning of the year	325.33	263.97
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>220.55</b>	<b>325.33</b>

1) Cash flow statement has been prepared under the Indirect Method as set out in the Ind AS-7 "Statement of Cash Flow".

2) Previous year figures has been regrouped/rearranged wherever necessary.

In terms of our report attached

**For R. K. Malpani & Co.**

Chartered Accountants

Firm Registration No. 124198W

**For and on behalf Deepjyoti Textiles Limited**

**Rajkumar Malpani**

Partner

Membership No. 080927

**Manjusha Mundra**

Director

DIN : 01739476

**Sanjay Mundra**

Director

DIN : 01205282

Place: Mumbai

Date : 29th June 2021

**Harilal Pillai**

Chief Financial Officer

**Mantosh Vishwakarma**

Company Secretary

## DEEPJYOTI TEXTILES LIMITED

### Notes to financial statement for the year ended March 31, 2021

Note - 1 - SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS: 31<sup>st</sup> March 2021

#### **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 and Derivatives.

#### **II. Significant accounting policies:**

##### **1. Basis of preparation:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and referred under Section 133 of the Companies Act, 2013.

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:**

(a) 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.

- (b) Revenue from Trading in Derivatives has been recognized on the basis on the mark-to-market gain/loss as per the statement of the Demat account on actual basis.

**4. 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.

**5. 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 it's present location and condition.

**6. 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. 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.

11. 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.



## DEEPJYOTI TEXTILES LIMITED

## Notes forming part of Financial Statements as at March 31, 2021

## 2 Property, Plant &amp; Equipment:

(Rs. in Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Opening Balance 01.04.2020	Additions for the year	Sale/Scraped out during the year	Closing Balance 31.03.2021	Opening Balance 01.04.2020	Depreciation for the year	Asset W/off	Closing Balance 31.03.2021	As at 31.03.2021	As at 31.03.2020
<b>Tangible Assets</b>										
Furniture	2.59	-	-	2.59	1.73	0.22	-	1.96	0.64	0.86
Office Equipment	2.46	2.46	-	4.91	2.11	0.26	-	2.37	2.55	0.35
Motor Vehicles	34.55	17.39	12.12	39.82	32.82	3.26	11.51	24.57	15.25	1.73
Computer	1.47	0.45	-	1.92	1.35	0.13	-	1.48	0.44	0.12
<b>Current Year (2020-21)</b>	<b>41.06</b>	<b>20.29</b>	<b>12.12</b>	<b>49.24</b>	<b>38.01</b>	<b>3.87</b>	<b>11.51</b>	<b>30.37</b>	<b>18.87</b>	<b>3.06</b>

## Previous year - 2019-20

(Rs. in Lakhs)

Particulars	Gross Block				Accumulated 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
<b>Tangible Assets</b>										
Furniture	2.59	-	-	2.59	1.43	0.30	-	1.73	0.86	1.16
Office Equipment	2.46	-	-	2.46	1.89	0.23	-	2.12	0.34	0.57
Motor Vehicles	34.55	-	-	34.55	32.82	-	-	32.82	1.73	1.73
Computer	1.39	0.08	-	1.47	1.31	0.03	-	1.34	0.13	0.08
<b>Previous Year (2019-20)</b>	<b>40.98</b>	<b>0.08</b>	<b>-</b>	<b>41.06</b>	<b>37.45</b>	<b>0.56</b>	<b>-</b>	<b>38.01</b>	<b>3.06</b>	<b>3.53</b>

## DEEPJYOTI TEXTILES LIMITED

Notes forming part of Financial Statements as at March 31, 2021

## 3 Financial Assets - Others

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
Bank Deposits with more than 12 months maturity	3.07	2.89
HDFC Fixed Deposit	-	150.00
	<b>3.07</b>	<b>152.89</b>

## 4 Deferred Tax Assets (Net)

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
<b>Deferred Tax Liabilities arising due to temporary difference pertaining to:</b>		
Amortisation of Listing & Related Expenses	1.37	2.75
<b>Deferred Tax Asset arising due to temporary difference pertaining to:</b>		
WDV of Fixed Assets	(1.52)	(1.82)
<b>Deferred Tax Assets (Net)</b>	<b>(0.14)</b>	<b>0.93</b>
<b>As per Ind AS 12 "Income Taxes":</b>		
<b>Movement of Deferred Taxes balances</b>		
Opening Balance (Deferred Tax Liabilities)	0.93	2.02
Recognised in Profit and Loss	1.07	1.09
<b>DTL Closing Balance</b>	<b>(0.14)</b>	<b>0.93</b>

## 5 Other Non-Current Assets

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
<u>Others:</u>		
Deferred Listing & Related Expenses	5.29	10.58
	<b>5.29</b>	<b>10.58</b>

## 6 Inventories

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
Stock-in-trade (Goods acquired for trading)	-	35.40
	-	<b>35.40</b>

\* The stock has been valued at Cost.

Particulars	Current Year (2020-21)		Previous Year (2019-20)	
	Qty (In Bags)	(Rs. in Lakhs)	Qty (In Bags)	(Rs. in Lakhs)
Opening Stock	300	35.40	890	141.62
Purchases	1,791	207.02	13,825	1,742.08
Sales	2,091	252.79	14,415	1,909.23
Closing Stock	-	-	300	35.40

## 7 Trade Receivables

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
Unsecured, considered good	71.98	513.70
Less: Provision for bad and doubtful debts	-	-
	<b>71.98</b>	<b>513.70</b>

## DEEPJYOTI TEXTILES LIMITED

## Notes forming part of Financial Statements as at March 31, 2021

## 8 Cash and cash equivalents:

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
(a) Balances with Banks		
- Canara Bank	1.13	0.54
- HDFC Bank	219.19	324.71
(b) Cash on hand	0.23	0.07
	<b>220.55</b>	<b>325.33</b>

## 9 Other Financials Assets

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
Others:		
Investment in Derivatives (Margin Money)	341.77	-
	<b>341.77</b>	<b>-</b>

## 10 Current Tax Assets (Net)

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
Income Tax Refund Receivable (A.Y.2008-09)	1.21	1.21
Income Tax Refund Receivable (A.Y.2009-10)	1.29	1.29
TDS Receivable (A.Y. 2020-21)	1.07	-
Income Tax Refund Receivable (A.Y. 2020-21)	1.26	-
	<b>4.84</b>	<b>2.50</b>

## 11 Other Current Assets

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
- Advance to Creditors	0.06	0.00
- Advance to J M Financial Services Ltd	288.29	-
- TDS Receivable	1.40	2.35
- Rent Deposits	3.00	3.00
- Prepaid Expenses	0.57	0.42
- VAT Receivable (F.Y.2006-07)	-	0.79
- Accrue Interest	0.03	2.04
- Input Tax Credit Receivable		
IGST	0.11	0.11
SGST	0.55	0.13
CGST	0.55	0.65
	<b>294.56</b>	<b>9.49</b>

## DEEPJYOTI TEXTILES LIMITED

Notes forming part of Financial Statements as at March 31, 2021

## 12 Share Capital

Particulars	As at end of 31 March 2021		As at end of 31 March 2020	
	Number	(Rs. in Lakhs)	Number	(Rs. in Lakhs)
<b>Authorised Share Capital</b>				
Equity shares of Rs. 10 /- each	55,00,000	550.00	55,00,000	550.00
	<b>55,00,000</b>	<b>550.00</b>	<b>55,00,000</b>	<b>550.00</b>
<b>Issued, Subscribed and fully paid up:</b>				
Equity shares of Rs.10 each, fully paid up	50,10,000	501.00	50,10,000	501.00
<b>Total Share Capital</b>	<b>50,10,000</b>	<b>501.00</b>	<b>50,10,000</b>	<b>501.00</b>

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

Particulars	As at end of 31 March 2021		As at end of 31 March 2020	
	No. of Shares	(Rs. in Lakhs)	No. of Shares	(Rs. in Lakhs)
Shares outstanding at the beginning of the year	50,10,000	501.00	50,10,000	501.00
Shares Issued during the year - Bonus Issue	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>50,10,000</b>	<b>501.00</b>	<b>50,10,000</b>	<b>501.00</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 end of 31 March 2021		As at end of 31 March 2020	
	No. of Shares	% of holding	No. of Shares	% of holding
Sanjay Mundra	15,22,200	30.38%	15,22,200	30.38%
Manjusha Mundra	11,03,630	22.03%	11,03,630	22.03%

## 13 Other Equity

Particulars	As at end of	As at end of 31
	31 March 2021	March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
<b>Reserves &amp; Surplus:</b>		
Retained Earnings:		
Opening Balance	536.43	554.20
Add: Profit/(Loss) for the year	(87.90)	(17.77)
Balance as at the end of the year	<b>448.52</b>	<b>536.43</b>

## DEEPJYOTI TEXTILES LIMITED

## NOTES TO FINANCIAL STATEMENTS

**14 Trade Payables**

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
Micro, Small and Medium Enterprises <u>Payable to Others</u>	-	-
Creditors For Goods	-	0.01
Creditors For Brokerage	0.17	2.38
Creditors For Freight Charges	-	0.64
<b>Total</b>	<b>0.17</b>	<b>3.02</b>

**15 Other current liabilities:**

Particulars	As at 31 March 2021	As at 31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
<u>Other payables</u>		
Air Cool	0.12	-
Ambika Stationers	0.07	-
Confidence Advertising	-	0.06
Kothari Transware pvt limited	-	0.15
Deepa M Lodha	-	0.26
Deep Shukla & Associates	1.40	1.37
R. K. Malpani & Co.	0.93	1.01
R.H.Shah	-	0.16
Indravadan Shah	0.08	0.08
Bhutada Associates	0.46	-
Liabilities for expenses	0.07	0.03
TDS Payable	0.55	0.66
TCS Payable	0.02	-
Professional Tax Payable	0.01	0.02
Salary Payable	7.64	7.64
GST Payable (Under RCM Basis)		
- IGST	-	0.15
- CGST	0.02	-
- SGST	0.02	-
	<b>11.37</b>	<b>11.57</b>



## DEEPJYOTI TEXTILES LIMITED

## NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended	For the year ended
		31 March 2021	31 March 2020
		(Rs. in Lakhs)	(Rs. in Lakhs)
<b>16</b>	<b>Revenue from operations:</b>		
	Sale of products		
	- Cotton and blended Yarn	252.79	1,909.23
	- Income From Derivative Trading	232.39	-
		<b>485.18</b>	<b>1,909.23</b>
<b>17</b>	<b>Other Income:</b>		
	Interest income		
	- Late Payment & Advances	5.55	12.90
	- Term Deposits With Bank	9.25	10.63
	Interest on Income Tax refund	-	0.54
	Other Income	0.99	0.60
		<b>15.79</b>	<b>24.66</b>
<b>18</b>	<b>Changes in Inventories of Stock-in-trade:</b>		
	Opening Stock	35.40	141.62
	Less: Closing Stock	-	35.40
		<b>35.40</b>	<b>106.21</b>
<b>19</b>	<b>Employee benefits expense:</b>		
	Salaries, Wages & Bonus	7.45	12.51
	Remuneration to Directors	27.00	27.00
	Remuneration to Chief Financial Officer	3.60	3.60
	Remuneration to Company Secretary	2.40	2.40
	Staff welfare expenses	0.66	1.86
		<b>41.11</b>	<b>47.37</b>

## DEEPJYOTI TEXTILES LIMITED

## NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended	For the year ended
		31 March 2021	31 March 2020
		(Rs. in Lakhs)	(Rs. in Lakhs)
<b>20</b>	<b>Depreciation and amortization:</b>		
	Depreciation Expense	3.87	0.56
		<b>3.87</b>	<b>0.56</b>
<b>21</b>	<b>Other expenses:</b>		
	Freight	3.28	22.82
	Travelling & Conveyance	0.06	0.08
	Brokerage	0.44	3.60
	Annual Custodial Fees	0.45	0.45
	Telephone & Internet Charges	0.16	0.18
	Insurance Charges	0.26	0.36
	Security Transaction Tax	2.34	-
	General Expenses	0.08	0.58
	Rent	4.95	4.63
	Warehouse Charges	0.31	2.58
	Printing & Stationary	0.16	0.22
	Motor Car Expenses	2.74	5.81
	Motor Car Insurance	0.76	0.40
	Bad Debts	272.89	-
	Legal and professional charges	4.00	5.71
	Postage & Courier Charges	0.53	0.38
	Office Repairs & Manitanance	0.24	0.33
	Electricity Charges	0.17	0.45
	Computer Repairs and Maintanance	0.16	0.10
	Advertisement Expenses	0.41	0.49
	Filing & Miscellaneous expenses	0.02	0.04
	Books & Periodicals	0.05	0.05
	Professional Tax (PTEC)	0.03	0.02
	Depository Charges	0.03	-
	Interest on Late Payment of TDS	0.01	0.00
	Interest on Late Payment of GST	0.00	-
	Bank Charges/ Commission	0.00	0.02
	Sundry Balances Written/ Off	0.76	0.02
	Listing Expenses Written/Off	5.29	5.29
	Listing Fee	0.55	0.55
	Auditor Remuneration (refer note below)	1.43	1.40
		<b>302.54</b>	<b>56.53</b>

\* the amounts represented as "00.00" are below the rounding-off norms.

**Breakup of Auditors Remuneration:**

Particulars	For the year ended	For the year ended
	31 March 2021	31 March 2020
	(Rs. in Lakhs)	(Rs. in Lakhs)
<b>Payment to Auditor:</b>		
For Statutory audit	1.00	1.00
For Other services	0.43	0.40
<b>Total</b>	<b>1.43</b>	<b>1.40</b>

## DEEPJYOTI TEXTILES LIMITED

## NOTES TO FINANCIAL STATEMENTS

<b>Note 22 - Segment Information:</b>		
As per Indian Accounting Standard 108 on 'Operating Segment' (Ind-AS 108), the Company operates in the below two segment as described below:		
Trading in Yarns:- Comprising of trading in Yarns used in manufacture of fabrics.		
Trading in Derivatives:- Comparising of trading in futures and options.		
Unallocated:- Consists of income, expenses, assets and liabilities which can not be directly identified to any of the above segments.		
<b>(Rs. in lakhs)</b>		
Particulars	Year ended	
	31-Mar-21	31-Mar-20
<b>Segment Revenue:</b>		
- Trading in Yarns	252.79	1,909.23
- Trading in Derivatives	232.39	-
<b>Total Segment Revenue</b>	<b>485.18</b>	<b>1,909.23</b>
- Other unallocable income	15.79	24.66
<b>Total Income</b>	<b>500.97</b>	<b>1,933.89</b>
<b>Segment Results:</b>		
- Trading in Yarns profit before tax	(262.20)	(18.87)
- Trading in Derivatives profit / (loss) before tax	230.02	-
<b>Total Segment Results</b>	<b>(32.18)</b>	<b>(18.87)</b>
- Other unallocable expenditure	(56.79)	-
<b>Profit / (Loss) before tax</b>	<b>(88.97)</b>	<b>(18.87)</b>
<b>Segment Assets</b>		
- Trading in Yarns	73.19	1,052.95
- Trading in Derivatives	630.06	-
<b>Total Segment Assets</b>	<b>703.25</b>	<b>1,052.95</b>
- Unallocated corporate assets	257.67	-
<b>Total Assets</b>	<b>960.92</b>	<b>1,052.95</b>
<b>Segment Liabilities</b>		
- Trading in Yarns	0.22	15.53
- Trading in Derivatives	-	-
<b>Total Segment liabilities</b>	<b>0.22</b>	<b>15.53</b>
- Unallocated corporate liabilities	11.32	-
<b>Total liabilities</b>	<b>11.54</b>	<b>15.53</b>



## DEEPJYOTI TEXTILES LIMITED

## NOTES TO FINANCIAL STATEMENTS

## Note 23 - Disclosures under Ind AS 24 - Related party Disclosures

Note 23 a	<b>Related party transactions</b>	
	<b>Details of related parties:</b>	
	<b>Description of relationship</b>	<b>Names of related parties</b>
	Key Management Personnel (KMP)	Mr. Sanjay Mundra (Whole Time Director) Mrs. Manjusha Mundra (Whole Time Director) Mr. Harilal Pillai (Chief Financial Officer) Mr. Mantosh Vishwakarma( Company Secretary)
	Other related parties with whom transactions have taken place during the year	Sanjay Vanijya (Prop. Mr. Sanjay Mundra)

Note: Related parties have been identified by the Management.

23 b	<b>Details of KMP and their related party transactions during the year 1 April 2020 to 31 March 2021 and balances outstanding as at 31 March 2021:</b>			
		<b>KMP</b>	<b>Other Related Parties</b>	<b>Total</b>
		<b>(Rs. in lakhs)</b>	<b>(Rs. in lakhs)</b>	<b>(Rs. in lakhs)</b>
	<b>Remuneration (FY 2020-21)</b>			
	Mr. Sanjay Mundra	15.00		15.00
	Mrs. Manjusha Mundra	12.00		12.00
	Mr. Harilal Pillai	3.60		3.60
	Mr. Mantosh Vishwakarma	2.40		2.40
	<b>Remuneration (FY 2019-20)</b>			-
	Mr. Sanjay Mundra	15.00		15.00
	Mrs. Manjusha Mundra	12.00		12.00
	Mr. Harilal Pillai	3.60		3.60
	Mr. Mantosh Vishwakarma	2.40		2.40
	<b>Balances outstanding at the end of the year</b>			
	Mr. Sanjay Mundra	Nil		Nil
	Mrs. Manjusha Mundra	Nil		Nil
	Mr. Harilal Pillai	Nil		Nil
	Mr. Mantosh Vishwakarma	Nil		Nil

## DEEPJYOTI TEXTILES LIMITED

## NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended 31	For the year ended 31
		March 2021	March 2020
		(Rs. in Lakhs)	(Rs. in Lakhs)
24	<b>As per Ind AS 33 "Earnings per Share":</b>		
	<b>Earnings per share:</b>		
	<b>Basic Earnings per share</b>		
	Profit / (Loss) for the year after tax	(90.04)	(17.77)
	Weighted average number of equity shares (in Lakhs)	50.10	50.10
	Earnings per share - Basic in Rs. per share	(1.80)	(0.35)
	<b>Diluted earnings per share</b>		
	Profit / (Loss) for the year after tax	(90.04)	(17.77)
	Weighted average number of equity shares (in Lakhs)	50.10	50.10
	Earnings per share - Diluted in Rs. per share	(1.80)	(0.35)

**25 Regrouped/ reclassified**

The figures for the previous year have been regrouped/ reclassified to correspond with current year's classification/ disclosure.

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

**For and on behalf Deepjyoti Textiles Limited**

**Rajkumar Malpani**  
Partner  
Membership No. 080927

**Manjusha Mundra**  
Director  
DIN : 01739476

**Sanjay Mundra**  
Director  
DIN : 01205282

**Place: Mumbai**  
Date : 29th June 2021

**Harilal Pillai**  
Chief Financial Officer

**Mantosh Vishwakarma**  
Company Secretary