



DEEPJYOTI TEXTILES LIMITED

FINANCIAL YEAR 2014-15

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **21st ANNUAL GENERAL MEETING** of the Members of **DEEPJYOTI TEXTILES LIMITED** will be held on Wednesday, 30th September, 2015 at 10.30 A.M. at the Registered Office of the Company situated at Flat No.1, 1st floor, Cheznous, Gulmohar Cross Road No.7, JVPD Scheme, Mumbai-400049 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt, financial statements (Balance sheet, Profit and Loss Account and Cash Flow Statement) for the year ended 31st March, 2015 together with the Report of Board of Director's and Auditor's thereon.
2. To appoint a Director in place of Mr. GopallalShivratanMundra(holding DIN: 01816286), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, re-enactment and amendments made from time to time) consent of members be and is hereby accorded to re-appoint M/s. P.D. Heda & Co., Mumbai (Firm Registration Number 103605W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the members, on such remuneration as may be mutually agreed by the Board of Directors in consultation with the Auditors, in addition to reimbursement of service tax and all out of pocket expenses in connection with the audit of the Accounts of the Company.”

Special Business

4. To re-appoint Mr. Sanjay GopallalMundra(holding DIN: 01205282), Whole Time Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013

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(corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and

recommended by Nomination and Remuneration Committee, the consent of the members is hereby given to the Board to re-appoint Mr. Sanjay GopalalMundra (holding DIN: 01205282), as Whole Time Director of the Company for a term of further 5 (Five) years with effect from April 1st, 2015 to March 31st, 2020 as per same terms and conditions.

5. To re-appoint Mrs. Manjusha Sanjay Mundra (holding DIN: 01739476), Whole Time Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and recommended by Nomination and Remuneration Committee, the consent of the members is hereby given to the Board to re-appoint Mrs. Manjusha Sanjay Mundra (holding DIN: 01739476), as Whole Time Director of the Company for a term of further 5 (Five) years with effect from April 1st, 2015 to March 31st, 2020 as per same terms and conditions.

For and on behalf of the Board
DEEPJYOTI TEXTILES LIMITED

SANJAY GOPALAL MUNDRA
DIN: 01205282
DIRECTOR

Dated: 30/05/2015

Place: Mumbai

Notes:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting under Item No's 4 to 5 of the Notice, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be lodged with the Company at the registered office, duly completed and signed at least 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members / Proxies should bring duly-filled Attendance Slips to attend the meeting along with their copy of Annual Report to the meeting.
4. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The register of Members and Transfer Books of the Company will be closed from 24th September, 2015 to 30th September, 2015 both days inclusive.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a duly certified copy of the Board Resolution authorizing such a representative to attend and vote on their behalf at the Annual General meeting.
7. Members are requested to notify changes, if any, in their registered addresses to the Company's Registrars.
8. All documents referred to in the notice and explanatory statement will be made available for inspection in physical or electronic form between 11. a.m. to 2.00 p.m at the Head Office as well as Corporate Office of the Company.
9. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company/Depositories.

11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in

which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

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

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned under item 4 and 5 of the accompanying notice.

ITEM NO. 4

The new Companies Act, 2013 has widened the role of the Whole Time Director and has also conferred the additional functions and responsibilities on the Whole Time Director. Since his appointment, the Company has made significant progress under the leadership of Mr. Sanjay GopallalMundra (holding DIN: 01205282). The Company's operations have grown multi fold during this period, and has also achieved profitability.

The contribution made by Whole Time Director to the activities of the Company and the role which he has been playing as Whole Time Director since the date of his appointment is of immense appreciation and value. Considering the same, Nomination and Remuneration Committee and Board of Directors at their Meeting held on May 30th, 2015 respectively, have approved the re- appointment of Mr. Sanjay GopallalMundra (holding DIN: 01205282), as Whole Time Director of the Company, for a further period of 5 years with effect for 1st April, 2015.

Information required on the matter pursuant to Section II, Part II of Schedule V to the Act is given as Annexure II D to this notice.

Mrs. Manjusha Sanjay Mundra, Mr. GopallalShivratanMundra and Mr. Sanjay GopallalMundra. None of the Directors/ Key Managerial Personnel are concerned or interested (whether financially or otherwise) in this resolution.

The Board commends the Resolution as set out at Item No. 4 of the Notice for your approval.

NO. 5

The new Companies Act, 2013 has widened the role of the Whole Time Director and has also conferred the additional functions and responsibilities on the Whole Time Director. Since her appointment, the Company has made significant progress under the leadership of Mrs. Manjusha Sanjay Mundra (holding DIN: 01739476), The Company's operations have grown multi fold during this period, and has also achieved profitability.

The contribution made by Whole Time Director to the activities of the Company and the role which he has been playing as Whole Time Director since the date of his appointment is of immense appreciation and value. Considering the same, Nomination and Remuneration Committee and Board of Directors at their Meeting held on May 30th, 2015 respectively, have approved the re- appointment of Mrs. Manjusha Sanjay Mundra (holding DIN: 01739476), as Whole Time Director of the Company, for a further period of 5 years with effect for 1st April, 2015.

Information required on the matter pursuant to Section II, Part II of Schedule V to the Act is given as Annexure II D to this notice.

Mr. Sanjay GopallalMundra, Mr. GopallalShivratanMundra and Mrs. Manjusha Sanjay Mundraare concerned or interested (whether financially or otherwise) in this resolution.

The Board commends the Resolution as set out at Item No. 5 of the Notice for your approval.

INFORMATION / DISCLOSURE STATEMENT

Annexure to the Notice convening the Annual General Meeting to be held on September 30TH, 2015 pursuant to Section II, Part II of Schedule V (iv) of the Companies Act, 2013 (the Act) in respect of items of the accompanying Notice pertaining to the revision in remuneration of Managerial Person.

I. GENERAL INFORMATION:

(1) **Nature of Industry:** Distribution of textile yarns

(2) **Date or expected date of commencement of commercial production:**

Not applicable as the Company is an existing Company.

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

(4) **Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2014.**

Particulars	2014-15
	Rs. in lacs
Income from operations	5279.74
Other Income	29.34
Profit/ (Loss) before interest, depreciation and taxation	68.79

Net Profit / (Loss)	43.48
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(5) Export performance and net foreign exchange collaborations– Nil

(6) Foreign Investments or collaboration, if any- Nil

II.(A) INFORMATION ABOUT M.R. SANJAY GOPALLAL MUNDRA

1.	Background details	Mr. Sanjay Mundra has graduated from Calcutta University with Distinction. Mr. Sanjay Mundra has more than 30 years experience in the field of textiles.
2.	Past remuneration	Rs. 1,500,000
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	Mr. Sanjay Mundra has graduated from Calcutta University with Distinction. Mr. Sanjay Mundra has more than 30 years experience in the field of textiles.
5.	Remuneration proposed	RS.15,00,000
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The comparative figures of remuneration are not available of this size of the company. However the proposed remuneration is commensurate with the qualification and experience and in accordance with the highly competitive business scenario requiring recognition and reward for performance and achievement towards meeting objectives of the company.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Only to the extent of his entitlement of his remuneration and is related to Mr. GopallalMundra and Mrs. ManjushaMundra.

II.(B) INFORMATION ABOUT MRS. MANJUSHA SANJAY MUNDRA

1.	Background details	Mrs. ManjushaMundra has obtained a bachelor's degree in Science and has more than 30 yrs experience in the field of Human Resources Management.
2.	Past remuneration	Rs. 12,00,000/-
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	Mrs. ManjushaMundra has obtained a bachelor's degree in Science and has more than 30 yrs experience in the field of Human Resources Management.
5.	Remuneration proposed	Rs. 12,00,000/-
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the company, the profile of the director, the responsibilities shouldered on her, the remuneration proposed to be paid to her is commensurate with the remuneration paid to the similar senior level appointees of the companies of the same size.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	None of the Directors or relatives, except Mr. GopallalMundra, Mr. Sanjay Mundra and Mrs. ManjushaMundraare concerned or interested in this resolution.

III. OTHER INFORMATION: -

(1) Reasons for inadequate profits(2) Steps taken for improvement and expected increase in productivity and profits in measurable terms:

Registered office: At Flat No.1, 1st floor, Cheznous, Gulmohar Cross Road No.7, JVPD Scheme, Mumbai-400049

ATTENDANCE SLIP

Members or their proxies are requested to present this slip for admission, duly signed in accordance with their specimen signatures registered with the Company

Registered Folio number:

DP ID:

Client ID:

Number of shares:

Name(s) and address of the shareholder in full

_____/we hereby record my/our presence at the eighteenth annual general meeting of the Company being held on Wednesday, September 30th, 2015 at 10.30 a.m. at the Registered Office of the Company situated at Flat No.1, 1st floor, Cheznous, Gulmohar Cross Road No.7, JVPD Scheme, Mumbai-400049

Signature:

Registered office: At Flat No.1, 1st floor, Cheznous, Gulmohar Cross Road No.7, JPD Scheme, Mumbai-400049.

Form No. M GT 11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

CIN: _____

Name of the Company: _____

Registered office: _____

Name of the Member (s) :

Registered address:

E-mail Id :

Folio No/Client ID:

DP ID:

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

Sr. no	Name	Address	E-mail Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Wednesday, September 30th, 2015 at 10.30 a.m. at the Registered Office of the Company situated at Flat No.1, 1st floor, Cheznous, Gulmohar Cross Road No.7, JPD Scheme, Mumbai-400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution		For	Against
Ordinary Business			
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.		
2.	Re-appointment of GopallalShivratanMundra(holding DIN: 01816286), Director who retires by rotation.		
3.	Re- appointment of M/s. P.D. Heda& Co., Mumbai (Firm Registration Number 103605W) as Statutory Auditors and fixing their remuneration.		
Special Business			
4.	Re-appointment of Mr. Sanjay GopallalMundra (DIN: 01205282) as Whole Time Director of the Company for period of 5 years		
5.	Re-appointment of Mrs. Manjusha Sanjay Mundra (DIN: 01739476) as Whole Time Director of the Company for period of 5 years		

Affix Revenue Stamp

Signed this.....day of.....2015

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, a Member holding more than ten percent of the

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total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. 6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**To
The Members,**

Your Directors have pleasure in presenting their 21st Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

HIGHLIGHTS OF PERFORMANCE

During the year under review, performance of your company as under:

	31st March 2015 (Rs.)	31st March 2014 (Rs.)
Sales	527,974,175	423,858,950
Profit/(Loss) before Interest and Depreciation & before prior period adjustment	6,881,433	10,207,762
Previous year Adjustment & Extra Ordinary Income	Nil	Nil
Profit/(Loss) before Interest and Depreciation	6,881,433	10,207,762
Less: Finance Cost	3,331	90,860
Profit / (Loss) before Depreciation	6,878,102	10,116,902
Less: Depreciation	558,958	489,423
Profit / (Loss) before Tax	6,319,144	9,627,479
Provision for Taxation	2,038,500	3,038,000
Deferred Tax	(67,428)	(31,083)
Net Profit /(Loss) after Tax for the Year	4,348,072	6,620,562
Add: Balance b/f from the Previous year	41,603,396	34,982,834
Balance carried to Balance Sheet	45,951,468	41,603,396

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

India Textile Industry is one of the leading textile industries in the world. Though it was predominantly unorganized industry even a few years back, but the scenario started changing after the economic liberalization of Indian economy in 1991. The opening up of economy gave the much-needed thrust to the Indian textile industry.

The Company was incorporated in 1996 and have much market share.

There was a significant rise in sales and the turnover increased marginally to Rs. 527,974,175/- as against Rs. 423,858,950/-. The Company's effort over the past years to enhance its presence in the Domestic sector and by penetrating the local market, there was a significant rise in Domestic Sales.

Due to overall increase in input cost the net profit after tax has decreased to Rs 4,348,072/- as against 6,620,562/-.

BUSINESS OUTLOOK:

The inherent strengths of the textile industry have seen the textile industry through rough days and hard times.

The World trading system have endangered the stability of the textile industry and created an atmosphere of uncertainty and turbulence in the industry. But it is also a fact that turbulence is necessary for any change in the system. In a World that is fast losing its traditional boundaries and borders are becoming invisible, there is need to bring about technological improvement, structural changes, liberalisation from controls and regulations, increased productivities of labour and machine and reliable quality assurance systems. If there is insecurity inherent in the globalised economy, there is also opportunity – opening up of vast markets to Indian textiles and Indian clothing that were earlier closed or regulated and Indian textile industry is ready to take up this opportunity of free trade and secure its well deserved position in the international textile arena

The Economic crisis is continuing to affect the order situation adversely. The on-going competition with China is also making it difficult to generate fresh business. Although China is the number one apparel export country, and the Chinese-made fabrics are still not satisfactory in respect of color, texture, quality etc. To be more competitive in the domestic market, the management is pursuing with the Government Authorities for De-bonding of our processing unit.

EXTRACT OF ANNUAL RETURN:

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

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 134 (5) of the Companies Act, 2013, your Directors state as follows:

- a) That in the preparation of accounts, applicable accounting standards have been followed and there are no material departures ;
- b) That appropriate accounting policies have been selected and applied consistently with reasonable and prudent judgments and estimates so as to give true and fair view of the state of affairs of the Company ;
- c) That proper and sufficient care have been taken for the maintenance of adequate accounting records for safeguarding assets and for preventing fraud and other irregularities ;
- d) That the Annual Accounts have been prepared on a going concern basis ;
- e) That internal financial controls had been laid down and are adequate and operating effectively;
- f) That proper systems had been devised to ensure compliance with the provision of all applicable laws and such systems are adequate and operating effectively ;

DECLARATIONS OF INDEPENDENT DIRECTORS

The provisions of Sections 149 pertaining to the appointment of Independent Directors apply to our Company. The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act , 2013 so as to qualify themselves to be appointed as independent Directors under provisions of the Companies Act,2013 and the relevant rules.

DIRECTOR

Mr. Sanjay Gopallal Mundra (DIN: 01205282) and Mrs. Manjusha Sanjay Mundra (01739476) were reappointed as Whole time Director of the Director of the Company for a further period of 5 (five) years with effect from 01.04.2015 , on the terms of appointment duly authorized by the Board meeting held on 31.03.2015.The same is subject to approval of shareholders

Mr. Gopallal Shivaratn Mundra (DIN: 01816286) who shall retire by rotation at the forthcoming Annual General and eligible himself eligible for reappointment.

REMUNERATION POLICY

Upon the recommendations of the Nomination and Remuneration Committee in terms of Section 178(4) of the Companies Act, 2013, your Board has adopted a policy relating to the remuneration for the Directors.

The Composition of the Nomination and Remuneration Committee is as follows

Mr. Anil Kabra	Independent Director	Chairman
Mr. Rajendra Bhagwandas Choudhary	Independent Director	Member
Mr. Gopallal Shivratan Mundra	Non-executive Director	Member

MATERIAL CHANGE AND COMMITMENTS AFTER THE BALANCE SHEET DATE

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

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the Financial Statements.

DIVIDEND

The Directors doesn't recommend any dividend for the Financial Year 2014-15.

AMOUNTS TRANSFERRED TO RESERVES

The Directors doesn't recommend any amount to be transferred to reserves for the Financial Year 2014-15.

TRANSACTION WITH RELATED PARTY

Related party transactions that were entered during the financial year were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions which were in conflict of the Company.

OTHER INFORMATION**CONSERVATION OF ENERGY,**

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

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

TECHNOLOGY ABSORPTION

Your Company not being engaged in any manufacturing activity, disclosures as per Form B of the Annexure is not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

There has been no foreign exchange earnings or outgo during the year.

RISK MANAGEMENT:

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

ANNUAL EVALUATION OF BOARD EVALUATION, COMMITTEES AND DIRECTORS

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

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

DEPOSITS

The Company has neither invited nor accepted deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

ORDERS PASSED BY REGULATORS

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an internal control system which is commensurate with the size, scale and complexity of its operation.

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

CORPORATE SOCIAL RESPONSIBILITIES

The provisions of Section 135 of the Act in connection with Corporate Social Responsibility are not applicable to the Company since the Company falls below the threshold limits.

COMPOSITION OF THE AUDIT COMMITTEE

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

The Composition of the Audit Committee is as follows

Mr. Anil Kabra-Independent Director-Chairman

Mr. Rajendra Bhagwandas Choudhary-Independent Director-Member

Mr. Shivratna Gopallal Mundra-Independent Director-Member

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has put in place a Vigil Mechanism Policy in accordance with Section 177(10) of the Companies Act, 2013.

POLICY ON PREVENTION OF SEXUAL HARASSMENT

The company is committed to provide a safe and conducive work environment to its employee and has formulated "Policy for Prevention of Sexual Harassment".

During the financial year ended 31st March, 2015, the Company has not received any complaints pertaining to Sexual Harassment.

CORPORATE GOVERNANCE/ MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In term of Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15 September, issued by the Securities and Exchange Board of India, compliance with clause 49 of the listing Agreement is not mandatory for your Company.

Accordingly, a corporate governance report and a management analysis report do not form a part of the Board's Report.

DEMATERIALIZATION OF SECURITIES:

The shares of the Company are compulsorily traded in dematerialized form for all shareholders. As on 31st March 2015, none of the shares stands dematerialized.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule,5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 in respect of the Company, is annexed hereto as "Annexure II".

AUDITORS' REPORT:

The observations of the Auditors' Report have been dealt with in the Notes to Financial Statement, and being self-explanatory, do not call for any further clarifications.

AUDITORS:

M/s P D Heda & Co., Chartered Accountants, Auditors of the Company are retiring at the ensuing Annual General Meeting and are eligible for re-appointment from the conclusion of the Twenty First Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting, as per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The firm have confirmed its eligibility under Section 141 of the Companies Act, 2013 and the rules framed there under for reappointment as Auditors of the Company. The auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDITOR:

In terms of Section 204 of the Companies Act 2013, the Board of Directors at their meeting held on 30th May, 2015, have appointed M/s K K Sangneria & Associates, Practicing Company Secretaries, as Secretarial Auditor, for conducting Secretarial Audit of the Company for the Financial Year 2015-16. Report of the Secretarial Auditor for the financial year ended 31.03.2015 is given as an Annexure-"III" which forms part of this report.

ACKNOWLEDGEMENT:

Your Directors acknowledge with gratitude the co-operation and assistance received from the Shareholders, Central and State Government, Financial Institutions, Stock Exchange, Banks and others during the year under review.

On Behalf of the Board

Place: Mumbai
Date : 30th May, 2015

Sanjay Gopallal Mundra
Wholetime Director
DIN: 01205282

Manjusha Sanjay Mundra
Wholetime Director
DIN: 01739476

ANNEXURE-I

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I. Registration and other details

CIN	L27200MH1994PLC083950
Registration Date	21.12.1994
Name of the Company	Deepjyoti Textiles Limited
Category / Sub-Category of the Company	Company having share capital
Address of the Registered Office	"Chzenous ", Flat No 1, Gulmohar Cross Road No 7, JVPD Scheme , Mumbai -400 049 Phone No:022 -26204255
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt Ltd

II. Principal Business Activities of the Company

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

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
NONE					

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IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category –wise Share holding

Sl.No.	Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	PROMOTERS									
1	Indian									
a)	Individuals/ Hindu Undivided Family	-	2,626,630.00	2,626,630.00	52.43	-	2,626,630.00	2,626,630.00	52.43	-
b)	Central Government/ State Government(s)									-
c)	Bodies Corporate									-
d)	Financial Institutions/ Banks									-
e)	Any Others(Specify)									-
	Sub Total(A)(1)		2,626,630.00	2,626,630.00	52.43	-	2,626,630.00	2,626,630.00	52.43	-
2	Foreign									
a)	Individuals (Non-Residents Individuals/ Foreign Individuals)									-
b)	Bodies Corporate									-
c)	Institutions									-
d)	Qualified Foreign Investor									-
e)	Any Others(Specify)									-
	Sub Total(A)(2)									-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		2,626,630.00	2,626,630.00	52.43	-	2,626,630.00	2,626,630.00	52.43	-
Sr.No.	Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B	Public shareholding									
1	Institutions									
a)	Mutual Funds/ UTI									
b)	Financial Institutions/ Banks									
c)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
e)	Insurance Companies	-	-	-	-	-	-	-	-	-
f)	Foreign Institutional Investors	-								
g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
h)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)									
2	Non-institutions									
a)	Bodies Corporate		640000	640000	12.77		640000	640000	12.77	
b)	Individuals									
b)(i)	Individuals – i. Individual shareholders holding		1292770	1292770	25.81		1292770	1292770	25.81	

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DEEPJYOTI TEXTILES LIMITED

	nominal share capital up to Rs 1 lakh									
--	---------------------------------------	--	--	--	--	--	--	--	--	--

Sr.No.	Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
b)(ii)	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.		450600	450600	8.99		450600	450600	8.99	
c)	Any Other (specify)									
c)(i)	NRI-Rep									
c)(ii)	NRI-Non Rep									
d)	Trust									
e)	OCB									
f)	Clearing Member									
	Sub-Total (B)(2)		2383370	2383370	47.57		2383370	2383370	47.57	
	Total Public Shareholding (B)= (B)(1)+(B)(2)									-
C	Shares held by Custodians and against which Depository Receipts have been issued									-
	GRAND TOTAL (A)+(B)+(C)		5,010,000	5,010,000	100		5,010,000	5,010,000	100	-

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered	
Sanjay Gopallal Mundra	1,523,000.00	30.40		1,523,000.00	30.40	-	-
Majusha Sanjay Mundra	1,103,630.00	22.03		1,103,630.00	22.03	-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
Total	2,626,630.00	52.43		2,626,630.00	52.43	-	-

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

[illegible]

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDR's and ADR's)

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
SHAH DARSHANA	38,300.00	0.76				38,300.00	0.76
JHAVERI R BHARAT	30,000.00	0.60				30,000.00	0.60
HINGORANI VINOD	38,700.00	0.77				38,700.00	0.77
VAZIRANI ANOOP	77,400.00	1.54				77,400.00	1.54
JHAVERI R SHANTICHAN	127,400.00	2.54				127,400.00	2.54
VAZIRANI MAMTA	119,300.00	2.38				119,300.00	2.38
SHALIMAR AGRO PRODUCTS LIMITED	135,000.00	2.69				135,000.00	2.69
MAHARASHTRA INDL. LEAS & INV LTD	150,000.00	3.00				150,000.00	3.00
BASARIA HOLDING & TRADE CO LTD	195,000.00	3.89				195,000.00	3.89
KEN ENTERPRISES PVT LTD	160,000.00	3.19				160,000.00	3.19

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
Sanjay Gopallal Mundra	1,523,000.00	30.40				1,523,000.00	30.40
Manjusha Sanjay Mundra	1,103,630.00	22.03				1,103,630.00	22.03

V. Indebtedness

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Crores
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)				

VII. Penalties/ Punishment/ Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority (RD/ NCLT / COURT)	Appeal made, if any (give details)
A. Company					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. Director					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. Other Officer in Default					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

ANNEXURE "II"

Statement of Particulars of employees pursuant to Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013

Last employed

Name of Employees	Designation	Remuneration Rs	Qualification	Experience Years	Commencement of employment	Age	Organization	Post Held
Sanjay Gopallal Mundra	Wholetime Director	15,00,000	B.com	33	01.04.2010	54	Not applicable	-
Majusha Sanjay Mundra	Wholetime Director	12,00,000	B.Sc.	15	01.04.2010	48	Not Applicable	-

Place : Mumbai
Date:30.05.2015

Sanjay Gopallal Mundra
Wholetime Director
DIN: 01205282

ANNEXURE III

SECRETARIAL AUDIT REPORT FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,
The Members,
Deepjyoti Textiles Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Uniworth Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of Deepjyoti Textiles Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under, to the extent of Foreign Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - d. The Securities And Exchange Board of India (delisting of equity shares)
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (7) Employees State Insurance Act, 1948
- (8) Environment Protection Act, 1986 and other environmental laws
- (9) Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
- (10) Indian Contract Act, 1872

- (11) Income Tax Act, 1961 and Indirect Tax Laws
- (12) Indian Stamp Act, 1999
- (13) Industrial Dispute Act, 1947
- (14) Minimum Wages Act, 1948
- (15) Payment of Bonus Act, 1965
- (16) Payment of Gratuity Act, 1972
- (17) Payment of Wages Act, 1936 and other applicable labour laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with erstwhile Pune Stock Exchange Limited. (Refer under noted disclosure in this regard)

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

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

I further report that the Company was listed with Pune Stock Exchange, but in view of their opting out for voluntary De-Recognition in terms of SEBI Circular CIR/MRD/DSA/18/2014 dated May 22, 2014, the Company has applied with Calcutta Stock Exchange for listing of their Securities and listing process is under process as on the date.

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

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

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

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

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

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

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

Place: Kolkata
Date: 22.05.2015

‘Annexure A’

(To the Secretarial Audit Report of M/s. Deepjyoti Textiles Limited for the financial year ended 31.03.2015)

To,
The Members,
Deepjyoti Textiles Limited

Our Secretarial Audit Report for the financial year ended 31.03.2015 of even date is to be read along with this letter.

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

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

Place : Kolkata
Date : 30.05.2015

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P.D. HEDA & CO.

Chartered Accountants

DEEPJYOTI TEXTILES LIMITED

203-D, Sumit Samarth Arcade
B-Wing, Aarey Road
Near Railway Station
Goregaon (W), Mumbai-400062
Email : mdheda@hotmail.com
Tel. : 66971310 - 66971311

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DEEPJYOTI TEXTILES LTD.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **DEEPJYOTI TEXTILES LTD.** (the Company), which comprise the Balance Sheet as at 31st March, 2015 the Statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of Significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order.
- 2) As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors, as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of section 164(2) of the Act;
 - (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has no pending litigation on its financial position in its financial statements;
 - ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **P.D. HEDA & CO.**
Chartered Accountants

(M.D. HEDA)
Proprietor
M.No.31508

Place: Mumbai

Date: 30.05.2015

Firm Reg. No.103605W

P.D. HEDA & CO.**Continuation Sheet****Annexure referred to in paragraph (1) of our report of even date**

Annexure referred to the paragraph 1 Of Auditor's Report to Members of the company on the accounts for the year ended 31st March, 2015.

I) In respect of its fixed assets:

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

(b) According to the information and explanations given to us, the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets.

As explained to us, no material discrepancies were noticed as compared to the books records, on such physical verification.

II) In respect of its inventories:

The Company's business does not involve holding of inventories and accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company and hence not commented upon.

III) As per the information and explanations given to us, the company has granted unsecured loan to a party covered in the register maintained under section 189 of the Companies Act, 2013 and the year end balance of loan given to such party was Rs.108.15 lacs.

(a) As per the information and explanations given to us, the above loans are repayable on demand. There is no time stipulation for repayment of the loan.

(b) The receipts of the interest on above loans have been regular / as per stipulations.

IV) In our opinion and according to the information and explanation give to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business for the purchase of inventories and fixed assets and also for sale of goods and services. During the course of audit, we have not observed any major weakness in internal controls.

V) According to the information and explanation given to us, the Company has not accepted deposits from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are 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) In respect of statutory dues:

(a) According to the information and explanation given to us and according to the records, the Company has generally been regular in depositing undisputed statutory dues with dues with appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2015 for a period of more than six months from the date of they becoming payable.

P.D. HEDA & CO.**Continuation Sheet**

(b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service-tax, customs duty, excise duty, value added tax and cess on account of any dispute are as follows:

Name of the Statute	Nature of Dues	Amount under dispute (Rs.)	Amount Paid (Rs.)	Period to which its relates	Forum where dispute is pending
Central Sales Tax Act	Assessment Dues	Rs.7,95,075/-	Rs.1,40,000/-	2010-11	Dy.Commissioner of Sales Tax (Appeal), Mumbai

(c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 2013 (1 of 1956) and the rules made there under.

VIII) The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.

IX) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to the bank, or financial institutions during the year.

X) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.

XI) The Company has not obtained any term loans.

XII) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

**For P.D. HEDA & CO.
Chartered Accountants**

**(M.D. HEDA)
Proprietor
M.No.31508
Firm Reg. No.103605W**

Place: Mumbai
Date: 30.05.2015

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	As at 31 March 2015		As at 31 March 2014	
		Rs.	Rs.	Rs.	Rs.
A EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	2	50,100,000		50,100,000	
(b) Reserves and Surplus	3	45,951,468		41,603,396	
			96,051,468		91,703,396
(2) Non - current liabilities					
(a) Deferred tax liabilities (Net)	4	-		-	
			-		-
(3) Current Liabilities					
(a) Short term borrowings	5	-		-	
(b) Trade payables	6	5,944,030		1,509,789	
(c) Other current liabilities	7	2,797,326		583,470	
(d) Short term provisions	8	2,199,186		3,123,674	
			10,940,542		5,216,933
TOTAL			106,992,010		96,920,329
B ASSETS					
(1) Non - current assets					
(a) Fixed Assets					
(i) Tangible assets	9	1,051,462		1,487,635	
		1,051,462		1,487,635	
(b) Deferred tax assets (Net)	4	248,708		181,280	
			1,300,170		1,668,915
(2) Current Assets					
(a) Trade receivables	10	87,474,392		65,425,830	
(b) Cash and cash equivalents	11	3,073,742		7,411,715	
(c) Short term loans and advances	12	12,392,488		18,599,937	
(d) Other current assets	13	2,751,218		3,813,932	
			105,691,840		95,251,414
TOTAL			106,992,010		96,920,329
The notes attached form an integral part of the Balance Sheet					

As per our report of even date

For P.D.Heda & Co.
Chartered Accountants

For and on behalf of the Board

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

Director

Director

Place: Mumbai
Date: 30.05.2015

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DEEPJYOTI TEXTILES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	For the year ended 31 March 2015		For the year ended 31 March 2014	
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	14		527,974,175		423,858,950
II Other Income	15		2,934,293		4,424,658
III Total revenue (I + II)			530,908,468		428,283,608
IV Expenses					
Purchases of stock in trade	16	517,209,300		410,812,842	
Employee benefits expense	17		517,209,300		410,812,842
Finance costs	18		4,335,113		4,045,517
Depreciation and amortization expense	19		3,331		90,860
Other expenses	20		558,958		489,423
			2,482,621		3,217,487
Total Expenses			524,589,323		418,656,129
V Profit/ (Loss) before exceptional and extraordinary items and tax (III-IV)			6,319,144		9,627,479
VI Exceptional Items					
VII Profit/ (Loss) before extraordinary items and tax (V-VI)			6,319,144		9,627,479
VIII Extraordinary Items					
IX Profit before tax (VII-VIII)			6,319,144		9,627,479
X Tax expense:					
(1) Current tax		2,038,500		3,038,000	
(2) Deferred tax		(67,428)		(31,083)	
			1,971,072		3,006,917
XI Profit/ (Loss) for the period from continuing operations (VII-VIII)			4,348,072		6,620,562
XII Profit/ (loss) from discontinuing operations					
XIII Tax expense of discontinuing operations					
XIV Profit/ (loss) from discontinuing operations (after tax) (XII-XIII)					
XV Profit/ (Loss) for the period (XI + XIV)			4,348,072		6,620,562
XVI Earning per equity share:					
(1) Basic	21		0.87		1.32
(2) Diluted					
The notes attached form an integral part of the Statement of Profit and Loss					

As per our report of even date
For P.D.Heda & Co.
Chartered Accountants

For and on behalf of the Board

M.D.Heda
(Proprietor)
M. No.:031508
Firm Reg.No.:103605W
Place: Mumbai
Date: 30.05.2015

Director

Director

Annual Report 2014-15

DEEPJYOTI TEXTILES LIMITED

CASH FLOW STATEMENT ANNEXED TO BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	RUPEES 2014-15	RUPEES 2013-14
A. Cash flow from operating activities		
Net Profit before tax and extraordinary items	6,319,144	9,627,479
Adjustments for:		
Depreciation	558,958	489,423
Interest on Late Payment	(2,813,329)	(4,390,439)
Interest Expenses	1,419	89,005
Operating Profit before working Capital Changes	4,066,192	5,815,468
Adjustments for:		
(Increase)/Decrease in Current Assets	(13,128,399)	(3,044,966)
Increase/(Decrease) in Current Liabilities	3,685,109	(4,379,892)
Cash generated from operations:	(5,377,098)	(1,609,390)
Income Taxes Paid	1,650,000	2,395,000
Net Cash from operating activities	(7,027,098)	(4,004,390)
B. Cash flow from investing activities		
Purchase of fixed asset	(122,785)	(56,525)
Interest on Late Payment	2,813,329	4,390,439
Net Cash used in investing activities	2,690,544	4,333,914
C. Cash flow from Financing Activities		
Unsecured Loan	-	-
Interest Expenses	(1,419)	(89,005)
Net Cash used in Financing Activities	(1,419)	(89,005)
D. Net Increase in Cash & Cash Equivalents	(4,337,973)	240,519
Cash and Cash Equivalents as at the beginning of the year	7,411,715	7,171,195
Cash and Cash Equivalents as at the end of the year	3,073,742	7,411,715

1) Cash flow statement has been prepared under the Indirect Method as set out in the AS-3 "Cash Flow Statement".

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

As per our report of even date attached

For P.D.Heda & Co.
Chartered Accountants

For Deepjyoti Textiles Limited

M.D. HEDA
(Proprietor)
Place : Mumbai
Date: 30.05.2015

Director
Place : Mumbai
Date: 30.05.2015

NOTES TO FINANCIAL STATEMENTS

2 Share Capital:

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Rs.	Number	Rs.
Authorized:				
Preference Shares of Rs. / - each	-	-	-	-
Equity shares of Rs. 10 / - each	5,500,000	55,000,000	5,500,000	55,000,000
		55,000,000		55,000,000
Issued, subscribed and fully paid up:				
<i>Equity shares of Rs. 10 / - each</i>				
At the beginning of the reporting period	5,010,000	50,100,000	5,010,000	50,100,000
Issued during the reporting period	-	-	-	-
Bought back during the reporting period	-	-	-	-
At the close of the reporting period	5,010,000	50,100,000	5,010,000	50,100,000

Other Information:

I	Particulars of equity share holders holding more than 5% of the total number of equity share capital:	As at 31 March 2015		As at 31 March 2014	
		Number	in %	Number	in %
a.	Sanjay Mundra	1,523,000	30.40%	1,523,000	30.40%
b.	Manjusha Mundra	1,103,630	22.03%	1,103,630	22.03%

3 Reserves & Surplus		As at 31 March 2015		As at 31 March 2014	
Particulars		Surplus i.e. balance in Statement of Profit & Loss	Total	Surplus i.e. balance in Statement of Profit & Loss	Total
At the beginning of the reporting period		41,603,396	41,603,396	34,982,834	34,982,834
Transferred from/to Profit & Loss Account		4,348,072	4,348,072	6,620,562	6,620,562
Allocation towards allotment of bonus shares					
Proposed Dividends					
Provision towards dividend distribution tax					
At the close of the reporting period		45,951,468	45,951,468	41,603,396	41,603,396
At the close of the previous reporting period					

Debit balance in Profit and Loss Account shall be shown as a negative figure under the head ' Surplus'

NOTES TO FINANCIAL STATEMENTS

4 Deferred Tax Assets/ Liabilities(Net)

Particulars		As at 31 March 2015	As at 31 March 2014
		Rs.	Rs.
i)	Deferred tax liability:	-	-
	Total	-	-
ii)	Deferred tax asset:		
a)	On account of depreciation on fixed assets	248,708	181,280
	Total	-	-
	Net Deferred tax (liability)/ asset	248,708	181,280

5 Short Term Borrowings

Particulars		As at 31 March 2015	As at 31 March 2014
		Rs.	Rs.
1)	Secured Loans:		
2)	Unsecured Loans:		
a)	Loans and advances from related parties	-	-
	Total	-	-

6 Trade Payables

Particulars		As at 31 March 2015	As at 31 March 2014
		Rs.	Rs.
i)	To Micro, Small and Medium Enterprises		
ii)	Others		
	- Shiva Bharathi Syntex India Pvt.Ltd.	-	649,465
	- Agarram Spintex Mills Pvt.Ltd.	8,925	-
	- Sundaram Textiles Pvt.Ltd.	17,743	860,324
	- Dattatreya Textiles Pvt.Ltd.	3,410,814	
	- Jayaa Sree Textiles Pvt.Ltd.	6,120	
	- Raja Spinners	806,952	
	- Royal Spinners	772,620	
	- Sree Rajasekar Spg.Mills	920,856	
	Total	5,944,030	1,509,789

NOTES TO FINANCIAL STATEMENTS

7 Other current liabilities:

Particulars		As at 31 March 2015	As at 31 March 2014
		Rs.	Rs.
a)	Other payables		
	Brokerage Payable		
	- Nemichand Chitalangi	18,675	-
	- Kalyani Enterprises	28,302	124,585
	- Kalyani Agencies	-	77,512
	- V.S.Sridharan	138,509	33,862
	- G.Noni Krishna Latha	6,750	-
	- M. Kathiresan	-	39,690
	- D.Rajeshwari Bucha	141,322	57,150
	- Arvinth Agency	26,314	17,640
	- Keni Gomez Nathan	-	5,184
	- M.Suresh Kumar Bucha	-	4,725
	- P.Sathiyarayarana Raja	-	29,655
	- Prashant Agencies	-	5,040
	- Sivam Agency	10,057	22,387
	- Dilip Bharat & Co.	-	7,443
	- P.Padmavati	-	7,200
	- Mohanlal & Co.	5,400	
	Remuneration Payable		
	- Sanjay Mundra	1,226,944	-
	- Manjusha Mundra	1,035,960	-
	Liabilities for expenses	45,322	63,199
	Salary Payable	19,800	
	TDS Payable	92,421	84,348
	Professional Tax Payable	1,550	3,850
		2,797,326	583,470

Particulars		As at 31 March 2015	As at 31 March 2014
		Rs.	Rs.
10	Trade receivables:		
	i) Trade receivables exceeding six months	6,426,234	858,556
	ii) others	81,048,158	64,567,274
		87,474,392	65,425,830
	Less: Provision for doubtful debts	-	-
		87,474,392	65,425,830

11	Cash and cash equivalents:		
i)	Balances with banks		
	- Canara Bank	117,312	419,532
	- HDFC Bank	2,452,337	6,498,940
	- Bank of India	287,525	287,525
	- in deposit accounts exceeding 12 months maturity		
	- in other accounts		
	- HDFC Bank Linked Term Deposits	210,352	193,442
ii)	Cash in hand	6,217	12,276
		3,073,742	7,411,715
Additional information:			
In respect of following amounts there are repatriation restrictions:			
12	Short Term Loans & Advances		
i)	Loans and advances to related parties		
	- Sanjay Vanijya	10,814,548	16,156,129
	- Sanjay Mundra	-	11,108
ii)	Others		
	- The Pondicherry Co-op.spg.Mills Ltd.	1,577,940	2,432,700
		12,392,488	18,599,937
	Less: Provision for doubtful advances	-	-
		12,392,488	18,599,937

DEEPJYOTI TEXTILES LIMITED
NOTES TO FINANCIAL STATEMENTS

Particulars		As at 31 March 2015	As at 31 March 2014
		Rs.	Rs.
13	Other Current Assets		
	- TDS Receivable	282,732	437,791
	- Income Tax Advance	1,650,000	2,395,000
	- I.Tax Refund Receivable (A.Y.2008-09)	121,204	121,204
	- I.Tax Refund Receivable (A.Y.2009-10)	129,182	129,182
	- Income Tax Refund Receivable (A.Y.2013-14)	-	280,311
	- Deposits	300,000	300,000
	- Deposits (VAT Appeal 2009-10)	140,000	
	- Prepaid Expenses	37,707	46,489
	- VAT Receivable	79,178	79,178
	- Acrude Interest (B.O.I.)	2,315	2,876
	- CDSL India Pvt. Ltd.	8,901	8,901
	- SVKM Hall	-	13,000
		2,751,218	3,813,932

NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended 31 March 2015	For the year ended 31 March 2014
14	Revenue from operations:		
i)	Sale of products - Cotton and blended Yarn	527,974,175	423,761,144
	Others	-	-
	Total	527,974,175	423,761,144
ii)	Sale of services	-	97,806
iii)	Other operating revenues	-	-
		527,974,175	423,858,950
	Less:		
	Excise duty	-	-
		527,974,175	423,858,950
15	Other Income:		
i)	Interest income - Late Payment & advances	2,813,329	4,390,439
	- Term Deposits With Bank	18,165	16,484
ii)	Profit on sale of fixed assets (Net)	-	-
iii)	Provision no longer required withdrawn	873	872
iv)	Other non operating income (net of expenses directly attributable to such income)		
	- Other Income	101,926	16,863
		2,934,293	4,424,658
16	Purchase of Stock in trade		
i)	Opening Stock	-	-
	Add: Purchases	517,209,300	410,812,842
	Less: Closing Stock	-	-
		517,209,300	410,812,842
17	Employee Benefit Expenses:		
i)	Salaries and wages	1,558,600	1,321,180
ii)	Remuneration to whole time directors	2,700,000	2,700,000
iii)	Staff welfare expenses	76,513	24,337
		4,335,113	4,045,517

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DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended 31 March 2015	For the year ended 31 March 2014
18	Finance Costs:		
	i) Interest expense	1,419	89,005
	ii) Bank Charges/ Commission	1,912	1,855
		3,331	90,860
19	Depreciation and amortization:		
	i) Depreciation	558,958	489,423
		558,958	489,423
20	Other expenses:		
	i) Conveyance	25,182	20,630
	ii) Brokerage	736,780	668,838
	iii) Discount Allowed	-	4,767
	iv) Annual Custodial Fees	17,154	171,216
	v) Telephone & Internet	34,548	31,315
	vi) Insurance Charges	81,073	100,625
	vii) Rent	490,000	546,500
	viii) Payment to the auditors		
	- as auditor	-	92,416
	- for taxation matters		
	- for company law matters		
	- for management services		
	- for other services	-	-
	- for reimbursement of expenses		
	ix) Printing & Stationary	32,006	30,964
	x) Motor car Expenses	238,166	220,688
	xi) Listing fees	21,011	21,011
	xii) Sundry Balances written off	11,752	908
	xiii) Bad debts	-	452,362
	xiv) Donations	-	15,000
	xv) Legal and professional charges	546,402	243,312
	xvi) Postage & Courier Charges	3,498	3,842
	xvii) Office Repairs & Manitanance	34,705	91,106
	xviii) Electricity Charges	67,466	59,467
	xix) Travelling Expenses	39,883	177,689
	xx) Computer Repairs and Maintanance	5,739	10,067
	xxi) Advertisement Expenses	54,438	39,331
	xxii) Miscellaneous expenses	19,748	16,805
	xxiii) Sales Promotion Expenses	-	195,628
	xxiv) Professional Tax (PTEC)	22,500	2,500
	xxv) Books & Periodicals	570	500
		2,482,621	3,217,487

NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended 31 March 2015	For the year ended 31 March 2014
21	Earnings per share:		
	After extraordinary item:		
	Profit for the year after tax expense	4,348,072	6,620,562
	Less:		
	Preference dividend payable including dividend tax		
		4,348,072	6,620,562
	Weighted average number of equity shares	5,010,000	5,010,000
	Earning per share	0.87	1.32
	Before extraordinary item:		
	Profit for the year after tax expense	4,348,072	6,620,562
	Adjustment for Extraordinary item (net of tax)		
		4,348,072	6,620,562
	Less:		
	Preference dividend payable including dividend tax		
		4,348,072	6,620,562

Note 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**1. Company Information**

Deepjyoti Textiles Ltd. is a domestic public limited company and engaged in Trading of Yarn.

2. Basis of preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company unless otherwise mentioned.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

3. Fixed Assets

Fixed assets are stated at their original cost of acquisition/installation less depreciation. Cost comprises the purchase price and any cost attributable to bring the asset to its working condition for its intended use.

4. Depreciation

Company has provided the Depreciation on the basis of estimated useful lives of the assets as determined by the Management. Proportionate depreciation is charged for additions/deletions during the year.

5. Inventories: Inventories are valued at lower of cost or market value.**6. Revenue Recognition**

Sales are recorded exclusive of discount and return and recognised on transfer of significant risk and reward of ownership of the goods to the customer. All the other income have been accounted for on accrual basis except for those entailing recognition on realization based. All expenses are provided on accrual basis unless stated otherwise.

7. Taxation

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

Deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realised.

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 that effect.

9. Earnings Per Share

The Company reports basic and diluted earnings per equity share in accordance with AS-20, Earnings Per Share. Basic earning per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the period. Diluted earning per equity share has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

10. Accounting for provisions and 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.

Note: 20 Notes to Accounts

1. In the opinion of the management, the realizable value of current assets including sundry 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. ***Listing of Company under Kolkata Stock Exchange is under process.***

2. In the opinion of the management, sundry creditors do not include any amount due to small-scale undertakings.

3. Auditor's Remuneration:

	As at 31.03.2015	As at 31.03.2014
Audit Fees	50,000	50,000
Tax Audit Fees	10,000	10,000

Note: The above figures are exclusive of Service Tax.

4. Segment Disclosure:

The Company has only one business segment i.e. Trading in Yarn the disclosure required by AS – 17 “Segment Reporting” is not applicable

The company has no geographical or business segment.

5. Related Party Disclosure in accordance with accounting standard 18.

- A) List of related parties.

- i) Sanjay Vanijya (Prop. Mr. Sanjay Mundra)
- ii) Sagar Polytex Pvt. Ltd.
- iii) Manjusha Mundra

- B) Transactions/ balances outstanding with Related Parties.

Party	Nature of Transactions	Amount
Sanjay Vanijya	Loan Amount Accepted	4,49,96,633
Sanjay Vanijya	Loan Amount Repaid	3,96,55,052
Manjusha Mundra	Remuneration	12,00,000
Sanjay Mundra	Remuneration	15,00,000

6. The break up of the Deferred Tax Assets / (Liabilities) is as follows:

Particulars	Opening	Addition	Deletion	Closing
Deferred Tax (Liability)/Asset	181280	67428	---	248708

7. Earnings per Share

	March 31, 2015	March 31, 2014
Profit for the year available for equity shareholders	43,48,072	66,20,529
Weighted Average No. of Shares Outstanding for the year	5010000	5010000
Earning per Share – Basic & Diluted [Rs.] [Face Value of Rs. 10 per share]	0.87	1.32

8. Quantitative Information:

PARTICULARS	As on 31.03.2015		As on 31.03.2013	
	Qty (In Bags)	Amount Rs.	Qty (In Bags)	Amount Rs.
Opening Stock	-	-	-	-
Purchases	44021	51,72,09,300	31131	41,08,12,842
Sales	44021	52,79,74,175	31131	42,37,61,144
Closing Stock	-	-	-	-

9. Information to the extent not disclosed with regard to other matters specified in Part II of the Schedule VI to the Act, are either nil or not applicable to the Company for the year ended March 31, 2015.

ANNUAL REPORT 2014-15

DEEPJYOTI TEXTILE LIMITED

For P. D. Heda & Co.
Chartered Accountants

For and on behalf of Deepjyoti Textiles Ltd.

M. D. Heda
(Proprietor)
M.No.31508
Firm Reg. No.103605W

Director

Director

Place : Mumbai
Date: 30.05.2015

FORM NO. MGT-7

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



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

L27200MH1994PLC083950

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACP2811P

(ii) (a) Name of the company

DEEPJYOTI TEXTILES LIMITED

(b) Registered office address

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

(c) *email-ID of the company

mundra.sanjay@rediffmail.com

(d) *Telephone number with STD code

02226204255

(e) Website

(iii) Date of Incorporation

21/12/1994

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

(v) Whether company is having share capital

☒ Yes

☐ No

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

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	PUNE	128
2		

(b) CIN of the Registrar and Transfer Agent

U67190MH1994PTC079160

Pre-fill

Name of the Registrar and Transfer Agent

ADROIT CORPORATE SERVICES P LTD

Registered office address of the Registrar and Transfer Agents

19/20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD,
MAROLNAKA, MAROL, ANDHERI (E),

(vii) *Financial year From 01/04/2014 (DD/MM/YYYY) To 31/03/2015 (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2015

(b) Due date of AGM 30/09/2015

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	5,500,000	5,010,000	5,010,000	5,010,000
Total amount of equity shares (in rupees)	55,000,000	50,100,000	50,100,000	50,100,000

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	5,500,000	5,010,000	5,010,000	5,010,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	55,000,000	50,100,000	50,100,000	50,100,000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	5,010,000	50,100,000	50,100,000	

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

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

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

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

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

Date of Previous AGM			
Date of Registration of Transfer			
Type of Transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ debenture/ unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer		<input type="text"/>	
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

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

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

Details of debentures

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

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

527,974,175

(ii) Net worth of the Company

96,051,468

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,626,630	52.43	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	2,626,630	52.43	0	0

Total number of shareholders (promoters)

2

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,223,370	44.38	0	

	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	160,000	3.19	0	
10.	Others	0	0	0	
	Total	2,383,370	47.57	0	0

Total number of shareholders (other than promoters)

1,777

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

1,779

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	1,777	1,777
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	52.43	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	3	52.43	0

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

5

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

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

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

0

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

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
AGM	30/09/2014	1,779	7	0.4

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	29/05/2014	5	5	100
2	12/08/2014	5	3	60
3	13/11/2014	5	3	60
4	10/02/2015	5	3	60
5	31/03/2015	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2015
								(Y/N/NA)
1	GOPALLAL SI	5	5	100	0	0	0	Yes
2	SANJAY GOP	5	5	100	0	0	0	Yes
3	MANJUSHA S	5	5	100	0	0	0	Yes
4	ANIL KUMAR	5	3	60	0	0	0	Yes
5	RAJENDRA B	5	3	60	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

2

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

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

0

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

Number of other directors whose remuneration details to be entered

0

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year

☒

Yes

☐

No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒

Yes

☐

No

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

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

Name

K K SANGANERIA & ASSOCIATES

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

3880

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

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

To be digitally signed by

Director



DIN of the director

To be digitally signed by



☐ Company Secretary

☒ Company Secretary in Practice

Membership number

Certificate of practice number

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

MGT 8.pdf
Share Holder List15.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

P.D. HEDA & CO.

Chartered Accountants

203-D, Sumit Samarth Arcade
B-Wing, Aarey Road
Near Railway Station
Goregaon (W), Mumbai-400062
Email : mdheda@hotmail.com
Tel. : 66971310 – 66971311

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

TO THE MEMBERS OF DEEPJYOTI TEXTILES LIMITED

We have examined the compliance of conditions of Corporate Governance by Deepjyoti Textiles Limited for the year ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

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

Sd/-

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

Place: Mumbai
Date : 30.05.2015