

DIRECTORS' REPORT**TO THE MEMBERS**

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

HIGHLIGHTS OF FINANCIAL PERFORMANCE

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



SUMMARY OF FINANCIAL HIGHLIGHTS:

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

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

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

STATE OF COMPANY'S AFFAIRS

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

SHARE CAPITAL

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

EXTRACT OF ANNUAL RETURN

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

MEETINGS OF THE BOARD

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

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

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

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

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



BOARD EVALUATION:

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

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

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

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

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

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

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



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

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

RELATED PARTY TRANSACTIONS

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

TRANSFER TO RESERVES

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

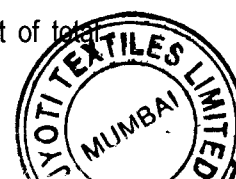
DIVIDEND

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

OTHER INFORMATION**Conservation of Energy**

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

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



Technology Absorption

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

Foreign exchange earnings and outgo

There are no Foreign exchange earnings and outgo.

RISK MANAGEMENT POLICY

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

ANNUAL EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

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

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

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

DEPOSITS

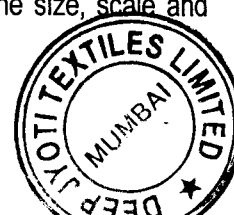
The Company has not accepted any deposit from the public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

ORDERS PASSED BY REGULATORS

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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



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

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

CORPORATE SOCIAL RESPONSIBILITY

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

AUDIT COMMITTEE

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

The composition of the Audit Committee is as follows:

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

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

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

FRAUD REPORTING:

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

DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM:

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

PREVENTION OF SEXUAL HARASSMENT



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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE

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

DEMATERIALISATION OF SECURITIES

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

PARTICULARS OF EMPLOYEES

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

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

AUDITORS

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

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



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

SECRETARIAL AUDIT

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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



ACKNOWLEDGEMENTS

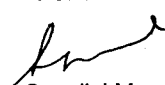
Your Directors wish to place on record their grateful appreciation of the excellent support and co-operation received from the Shareholders, Banks, Financial Institutions and Investors, Government Authorities, Stock Exchanges, Reserve Bank of India, Central and State Governments. Your Directors also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

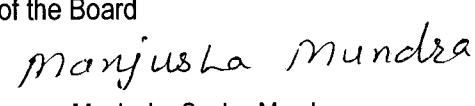


Place: Mumbai

Date: 30th May, 2017

For and on behalf of the Board


Sanjay Gopallal Mundra
(DIN 01205282)
Chairman


Manjusha Sanjay Mundra
(DIN 01739476)
Whole-time Director

DEEPIYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

TEL: 022 26204255 / 26244140
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Annexure A

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2017

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

I. Registration and other details

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

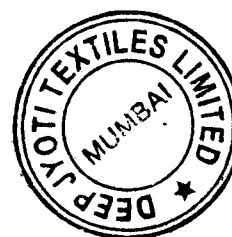
II. Principal Business Activities of the Company

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

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

III. Particulars of Holding, Subsidiary and Associate Companies.

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



DEEPJYOTI TEXTILES LIMITED

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IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	2625830	2625830	52.41	-	2625830	2625830	52.41	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	-	2625830	2625830	52.41	-	2625830	2625830	52.41	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters(A)=	-	2625830	2625830	52.41	-	2625830	2625830	52.41	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-



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i) Category-wise Shareholding (Contd.)

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



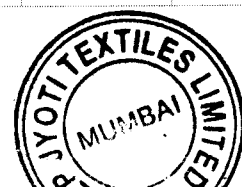
ii) Shareholding of Promoters

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

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

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

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



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

v) Shareholding of Directors and Key Managerial Personnel

Director

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year				
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There was no change			
At the end of the year				



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

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:**

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



DEEPIYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

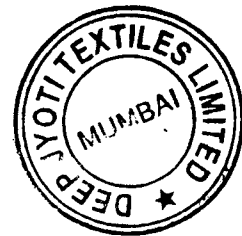
TEL: 022 26204255 / 26244140
Email: sanjayvanijya1@gmail.com

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

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

1. Other Non Executive Directors

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



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

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



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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					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

Board of Directors

For and on behalf of the



Sanjay Gopalal Mundra
(DIN 01205282)
Chairman



Manjusha Sanjay Mundra
(DIN 01739476)
Whole-time

Director

Place: Mumbai

Date: 30TH May, 2017

ANNEXURE - B
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

(a) Industry Structure and Developments

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

(b) Opportunities and threats

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

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

(c) Segment-wise or Product-wise Performance

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

(d) Outlook

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

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

(f) Internal Control Systems & their Adequacy

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

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

(g) Financial & Operational Performances

This has been adequately stated in the Directors' Report.

(h) Material Developments in Human Resources Industrial Relations Front

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

The total no. of employees of the Company is 8

