

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

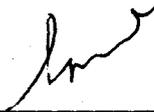
Respected Sir/Madam,

Sub: Annual Report for the F.Y. 2022-23

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 29th Annual General Meeting along with Annual Report of the Company for the F.Y. 2022-23.

The above is for your intimation and record.

For: DEEPJYOTI TEXTILES LIMITED



Sanjay G. Mundra
(Director)

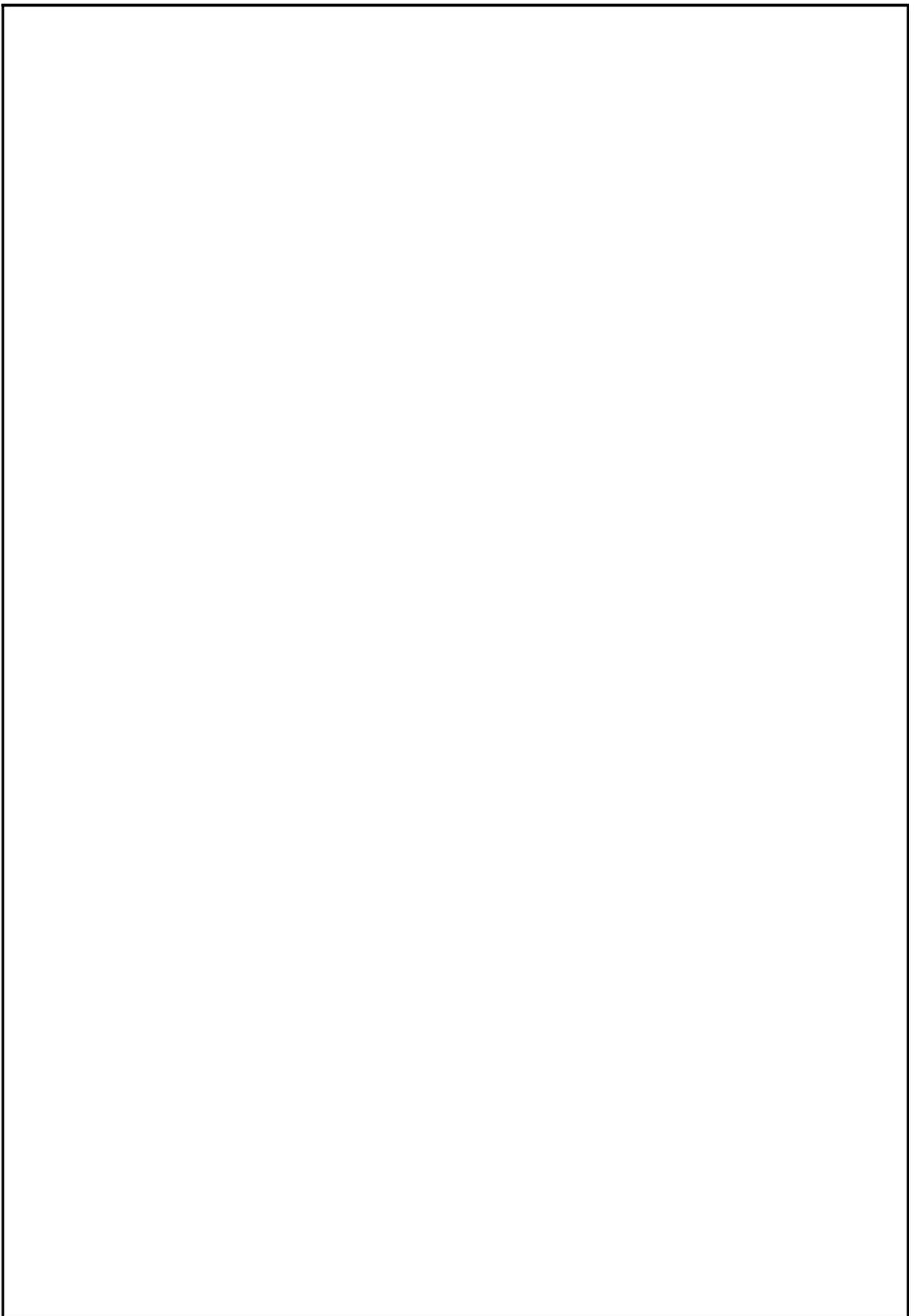
Date 21/08/2023

Encl: Annual Report



DEEPJYOTI TEXTILES LIMITED

ANNUAL REPORT 2022-2023



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GENERAL INFORMATION

Board of Directors	:	Sanjay Gopallal Mundra	Whole-time Director
		Manjusha Sanjay Mundra	Whole-time Director
		Rajendra B. Choudhary	Independent Director
		Sunil P. Diwate	Independent Director
		Saurabh Sanjay Mundra	Non-Executive and Non-Independent Director

Executive Management:

Company Secretary & Compliance Officer	:	Mantosh H. Vishwakarma
Chief Financial Officer	:	Harilal C. Pillai
Statutory Auditors	:	M/s. R. K. Malpani & Co Chartered Accountant Address: 329/2627, Motilal Nagar No.2, Opp. Bangur Nagar Police Chowky, Link Road, Goregaon (W), Mumbai – 400104. Tel.: 022-28750957, E-Mail: ca_rkmc@rediffmail.com
Internal Auditor:	:	Bhutada Associates Chartered Accountants 33, Seva Sadan, Kapad Market Ichalkaranji – 416115
Bankers	:	HDFC Bank Canara Bank ICICI Bank
Registered Office	:	” Chez Nous “, Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India. E-Mail: -sanjayvanijya1@gmail.com Website: www.djtextiles.co.in.
Registrar and Share Transfer Agent	:	Maheshwari Datamatics Pvt. Ltd 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001, West Bengal, India. Tel: 033 22435029 / 22482248, Fax: 033 22484787, Email Id: mdpldc@yahoo.com, Website: www.mdpl.in

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **Deepjyoti Textiles Limited** will be held at its' Registered Office at " Chez Nous ", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India, on Friday, September 22, 2023 at 11:30 AM (IST), to transact the following business:

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

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Board of Directors and Auditor's thereon.

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

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

SPECIAL BUSINESS:**3. Re-appointment of Mr. Sunil Prabhakar Diwate (DIN: 07850163) as an Independent Director of the Company for a second term:**

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

"**RESOLVED THAT** pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, Mr. Sunil Prabhakar Diwate (DIN: 07850163), who was appointed as an Independent Director of the Company with effect from June 16, 2017 at the Annual General Meeting held on September 30, 2017, for a term of five years and who holds office of the Independent Director upto March 31, 2022 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing regulations, and is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from April 01, 2022 to March 31, 2027."

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

"**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required."

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

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

**Place: Mumbai
Date: August 08, 2023**

Registered Office:

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

NOTES:

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

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

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

2. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 15, 2023 to Friday, September 22, 2023** (both days inclusive).
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM. Also, shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
6. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for item no. 03 is annexed herewith
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
9. The Annual Report 2022-23, the Notice of the 29thAGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode of dispatch.
10. Members may also note that the Notice of the 29th AGM and the Annual Report 2022-23 will be available on the Company's website, www.djtextiles.co.in.
11. If the members have any queries on the Audited Accounts, Boards' Report & Auditor's Report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

15. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
16. Members are requested to bring their copies of the reports to Annual General Meeting.
17. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
18. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
19. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., **September 15, 2023**.
20. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
21. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
22. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
23. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Maheshwari Datamatics Pvt. Ltd., in case the shares are held in physical form.
24. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.
25. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant
26. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

Maheshwari Datamatics Pvt. Ltd.

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

Phone: 033 22435029 / 22482248 | Fax: 033 22484787

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

Instructions for Voting through electronics means:

- i. In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 as amended from time to time, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means ("e-Voting") and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- ii. The Remote E-voting facility will commence from **9.00 AM (IST) on Tuesday, September 19, 2023 and will end at 5.00 PM (IST) on Thursday, September 21, 2023**. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e., **Friday, September 15, 2023**.
- iv. The Board of Directors at their meeting held on August 08, 2023 has appointed Mr. Deep Shukla, Practicing Company Secretary (Membership No. FCS 5652) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper, if any, at the AGM in a fair and transparent manner.
- v. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (three) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman of the meeting.
- vi. In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the demat account holders (including public non-institutional shareholders/retail shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants. Demat account holder shall be able to cast their vote without having register again with the e-voting service providers.
- vii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- viii. Pursuant to above said SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** (Remote e-voting and e-voting at the AGM) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are: https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on cut-off date i.e., September 15, 2023 shall also follow then procedure stated herein for login details.

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

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

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

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iii) Next enter the Image Verification as displayed and Click on Login.
- iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- v) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the date of Birth as recorded in your demat account or in the company records for the said demat amount or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

xv. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- a. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

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

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

Place: Mumbai
Date: August 08, 2023

Registered Office:

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

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:

Item No. 3:

The shareholders of the Company at the Annual General Meeting held on September 30, 2017, appointed Mr. Sunil Prabhakar Diwate (DIN: 07850163) as an Independent Director of the Company for a term of five years with effect from June 16, 2017 till March 31, 2022.

Mr. Sunil Prabhakar Diwate is an experienced professional in commercial and Management matters. His contribution to the Company during his first term of five years has been exceptional especially in advice related areas and aspects. In view of this the Board has recommended that he shall be reappointed as an independent director for the second term of five years commencing from April 01, 2022. In view of this his continuation for second term; it would require shareholder's approval by way of special resolution. Also, he satisfies all the related conditions of the regulation, it is intended to seek approval of the shareholders by way of special resolution, for his re-appointment as non-executive, Independent Director in compliance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing from Mr. Sunil Prabhakar Diwate proposing his candidature for appointment as an Independent Director on the Board of the Company.

Mr. Sunil Prabhakar Diwate has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Mr. Sunil Prabhakar Diwate including the declaration that he is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Mr. Sunil Prabhakar Diwate fulfils the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations, for re-appointment as Independent Director and he holds necessary qualification, experience, and expertise to serve as an Independent Director on the Board of the Company. Also, in the opinion of the Board, Mr. Sunil Prabhakar Diwate is independent of the Management.

Pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Sunil Prabhakar Diwate as an Independent Director on the Board of the Company. Draft Letter of appointment of Mr. Sunil Prabhakar Diwate setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Mr. Sunil Prabhakar Diwate, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice.

The Board of Directors recommend the resolutions set out at Item no. 3 for approval of the shareholders by way of Special Resolution.

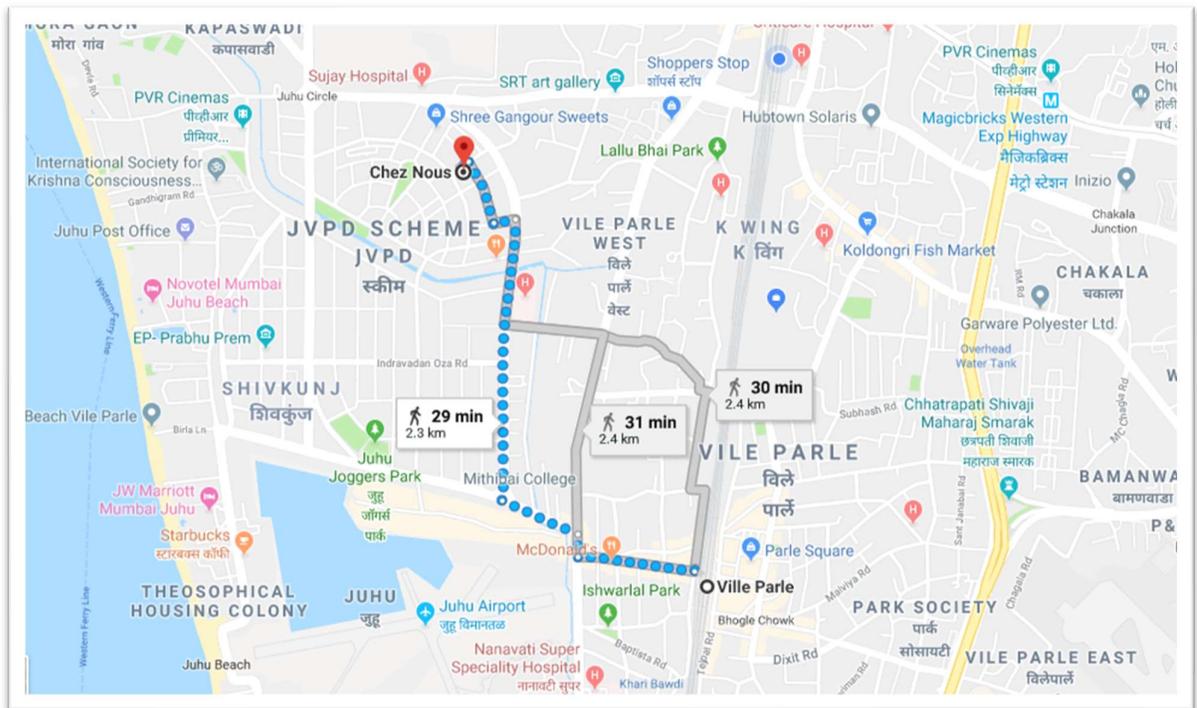
None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sunil Prabhakar Diwate, are deemed to be concerned or interested financially or otherwise, in the proposed resolution.

Annexure to Notice

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

Name of Director	Mrs. Manjusha Sanjay Mundra	Mr. Sunil Prabhakar Diwate
Date of Birth	25/05/1967	30/08/1965
Actual date of Appointment	21/12/1994	16/06/2017
Qualifications	B Sc.	M.Com
Expertise in Specific Functional Area	Human Resource Management	20 years' experience in Accounts and finance
Directorships held in other listed companies (As on March 31, 2023)	Nil	Nil
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2023)	Nil	Nil
Shareholding of Directors (As on March 31, 2023)	1103630	Nil
Relationship between Directors inter-se	Wife of Sanjay Mundra and Mother of Saurabh Mundra	NA

ROAD MAP



Attendance Slip

29th Annual General Meeting
Deepjyoti Textiles Limited
 [CIN: L27200MH1994PLC083950]
Registered office: " Chez Nous ", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme,
 Mumbai - 400 049, Maharashtra, India
 Phone: 9820024693| Email: sanjayvanijya1@gmail.com| Website: www.djtextiles.co.in;

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

Date	Venue	Time
September 22, 2023	" Chez Nous ", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India	11.30 am (IST)

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

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxy holder Mr./Mrs. _____ Signature _____

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

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

I hereby record my presence at the 29th Annual General Meeting of the Company held on September 22, 2023 at 11.30 am (IST) at " Chez Nous ", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.

Signature of the Member/ Proxy

Note: Electronic copy of the Annual Report 2022-23 and Notice of the 29th Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

Physical copy of the Annual Report 2022-23 and Notice of the 29th Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

29th Annual General Meeting
Deepjyoti Textiles Limited
 [CIN: L27200MH1994PLC083950]
Registered office: "Chez Nous", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme,
 Mumbai - 400 049, Maharashtra, India
 Phone: 9820024693 | Email: sanjayvanijya1@gmail.com | Website: www.djtextiles.co.in;

Form No. MGT-11
FORM OF PROXY

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

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

* Applicable for investors holding shares in electronic form.

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

- | | |
|--|---|
| 1. Mr./Mrs. _____
Address: _____
_____ | Email Id: _____

Signature: _____ |
| 2. Mr./Mrs. _____
Address: _____
_____ | Email Id: _____

Signature: _____ |
| 3. Mr./Mrs. _____
Address: _____
_____ | Email Id: _____

Signature: _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on September 22, 2023 at 11.30 am (IST) at "Chez Nous", Flat No. 1, Gulmohar Cross Road No 7, J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sl. No.	Resolutions	Number of Shares held	For	Against
Ordinary Business				
1.	To Adopt Standalone Audited Financial Statements for the financial year ended March 31, 2023 and reports of the Board of Directors and the Auditors thereon			
2.	To appoint a Director in place of Mrs. Manjusha Sanjay Mundra (DIN: 01739476), who retires by rotation and being eligible, offers herself for re-appointment			
3.	Re-appointment of Mr. Sunil Prabhakar Diwate (DIN: 07850163) as an Independent Director of the Company for a second term			

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the

manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of the Member(s)

1. _____
2. _____
3. _____

Affix One
rupee
Revenue
Stamp

Signed this _____ day of _____ 2023

Notes:

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

Boards' Report

To,
The Members,
Deepjyoti Textiles Limited.

Your Directors have pleasure in presenting their 29th Annual Report on the Standalone Audited Statement of Accounts of Deepjyoti Textiles Limited ("*the Company*") for the Financial Year ended March 31, 2023.

Financial Results:

The summarized financial performance of the Company for the FY 2022-23 and 2021-22 are given below:

[Amount in Lakhs]

Particulars	Standalone	
	2022-23	2021-22
Revenue from operations	105.93	256.55
Other Income	24.57	14.09
Total Revenue	130.50	270.64
Total Expenses	327.70	478.97
Profit/(Loss) before exceptional items and tax	(197.20)	(208.33)
Exceptional Items	-	-
Net Profit Before Tax	(197.20)	(208.33)
Provision for Tax		
- Current Tax	-	-
- Deferred Tax (Liability)/Assets	(1.70)	(2.03)
- Tax Adjustments	2.50	-
Net Profit/(Loss) After Tax	(198.00)	(206.30)
Profit/(Loss) from Discontinued operations	-	-
Tax Expense of Discontinued operations	-	-
Profit/(Loss) from Discontinued operations (after tax)	-	-
Profit/(Loss) for the period	(198.00)	(206.30)
Earnings per equity share (<i>for continuing operation</i>):		
- Basic	(3.95)	(4.12)
- Diluted	(3.95)	(4.12)

Review of Operations:

During the year under review, the Company has posted total revenue of Rs. 130.50 Lakhs as against Rs. 270.64 Lakhs for the corresponding previous year.

Further, the Company incurred net loss to the tune of Rs. 198.00 Lakhs as against net loss of Rs. 206.30 Lakhs for the corresponding previous year.

State of Affairs and Future Outlook:

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

Dividend:

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

Transfer to Reserves:

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

Management Discussion and Analysis:

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

Directors and Key Managerial Personnel:**➤ Inductions / Appointment or Re-appointment of Director:**

1. In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mrs. Manjusha Sanjay Mundra (DIN: 01739476), Whole-time Director of the Company, retires by rotation and being eligible; offers himself for re-appointment at the forthcoming 29th Annual General Meeting. The Board recommends the said reappointment for shareholders' approval.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the same by the Board, Mr. Sunil Prabhakar Diwate (DIN: 07850163), Independent Director was re-appointed for a second term of five years with effect from April 01, 2022 to March 31, 2027, resolution in this behalf is set out at Item No 3 of the Notice of Annual General Meeting, for Members' approval.

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

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

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

Declaration by Independent Directors:

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Board Meetings:

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

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

During the year **06 (Six) Board Meetings** were held during the year ended 31st March, 2023, the dates which are 26th May 2022, 10th August 2022, 23rd August 2022, 1st November 2022, 14th November 2022 and 13th February 2023. The gap between any two Board meetings during this period did not exceed one hundred and twenty days.

Attendance details of Directors for the year ended March 31, 2023 are given below:

Name of the Directors	Category	No. of Board Meetings attended
Mr. Sanjay Mundra	Whole-time Director	06
Mrs. Manjusha Mundra	Whole-time Director	05
Mr. Saurabh Mundra	Non-Executive Non-Independent Director	06
Mr. Rajendra Choudhury	Independent Director	06
Mr. Sunil Diwate	Independent Director	06

Discussions with Independent Directors:

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

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/ SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Directors expressed satisfaction with the evaluation process.

Composition of Audit Committee:

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

During the year **05 (Five)** meetings of committee were held during the year ended 31st March, 2023, the dates which are 26th May 2022, 10th August 2022, 23rd August 2022, 14th November 2022 and 13th February 2023.

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

Sr. No.	Name of Directors	Designation	No. of Meetings Attended
1.	Mr. Rajendra Choudhary	Chairman, Independent Director	05
2.	Mr. Sanjay Mundra	Member, Whole-time Director	05
3.	Mr. Sunil Diwate	Member, Independent Director	05

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

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

Composition of Nomination & Remuneration Committee:

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

During the year **04 (Four)** meetings of the Committee were held during the year ended 31stMarch, 2023, the dates which are 26th May 2022, 1st September 2022, 14th November 2022 and 13th February 2023.

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

Sr. No.	Name of Directors	Designation	No. of Meetings Attended
1.	Mr. Rajendra Choudhary	Chairman, Independent Director	04
2.	Mr. Sanjay Mundra	Member, Whole-time Director	04
3.	Mr. Sunil Diwate	Member, Independent Director	04

Nomination and Remuneration Policy:

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

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

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

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

Sr.No.	Name of Directors and KMP	Designation	Remuneration per annum (In Rs.)
1	Mr. Sanjay Mundra	Whole-time Director	15,00,000/-
2	Mrs. Manjusha Mundra	Whole-time Director	12,00,000/-
3.	Mr. Harilal Pillai	Chief Financial Officer	4,20,000/-
4.	Mr. Mantosh Vishwakarma	Company Secretary	2,40,000/-

Composition of Stakeholders Relationship Committee:

The terms of reference are in line with Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews Shareholder's/ Investor' s complaints like non-receipt of Annual Report, physical transfer/ transmission/transposition, split/ consolidation of share certificates, issue of duplicate share certificates etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

During the year **02 (Two)** meetings of the Committee were held during the year ended 31stMarch, 2023, the dates which is 26th May, 2022 and 13th February, 2023.

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

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

The details of complaints received and resolved during the Financial Year ended March 31, 2023 are given in the Table below. The complaints relate to non-receipt of annual report, dividend, share transfers, other investor grievances, etc.

Details of complaints received and resolved during the Financial Year 2022-23:

Particulars	Number of Compliant
Opening as on April 1, 2022	-
Received during the year	-
Resolved during the year	-
Closing as on March 31, 2023	-

Directors' Responsibility Statement:

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

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

Particulars of Employees and Related Disclosures

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

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

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

Annual Return:

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

Details of Subsidiary/Joint Ventures/Associate Companies:

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

Statutory Auditors' and Auditors' Report:

The Members of the Company on 28th September 2022, appointed M/s. R. K. Malpani & Co., Chartered Accountants (Firm Registration No. 124198W) as the statutory auditors of the Company, for a further term of 5 (Five) consecutive years, commencing from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting (*i.e.*, to conduct the Statutory Audit of the Company from the Financial Year 2022-23 up to the Financial Year 2026-27).

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

Secretarial Audit:

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

Internal Audit & Controls:

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

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

Employees' Stock Option Plan:

The Company has not provided stock options to any employee.

Vigil Mechanism:

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

Risk Management Policy:

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

The Company does not fall under the ambit of top 500 listed entities, determined on the basis of market capitalisation as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

Corporate Governance Report:

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

Deposits:

The Company has neither accepted nor renewed any fixed deposits during the year under review under Section 76 of the Companies Act, 2013. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2023.

Loans & Guarantees:

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

Related Party Transactions:

Related party transactions, if any, that were entered into during the period ended March 31, 2023, were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

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

The details of the related party transactions as per Indian Accounting Standard 24 are set out in Note No. 23(b) to the Significant Accounting policies part of this report.

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

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

(a) Conservation of Energy:

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

(b) Absorption of Technology:

I. The efforts made towards technology absorption:

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

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

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

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

- a) Better efficiency in operations,
- b) Greater precision,
- c) Retention of existing customers and expansion of customer base,
- d) Lower inventory stocks resulting in low carrying costs.

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

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

(c) Foreign Exchange Earnings and Outgo:

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

Corporate Social Responsibility:

The Company is committed to discharging its social responsibility as a good corporate citizen. During the year under review, the Company has not expended any amount towards CSR activities as the same is not applicable to the Company pursuant to section 135 of the Companies Act, 2013.

Cost Audit:

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

Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment at workplace (Prevention, prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year ended 31st March 2023, Company has not received any complaint of harassment.

Listing with Stock Exchange:

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

Secretarial Standards:

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

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

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

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

During the year under review there were no material changes which affect the financial position of the Company.

Acknowledgement:

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

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

Sanjay Mundra
Whole-time Director
[DIN: 01205282]

Manjusha Mundra
Whole-time Director
[DIN: 01739476]

Place: Mumbai
Date: August 08, 2023

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy:

Description: Global growth is expected to moderate from 5.9 in 2021 to 4.4 per cent in 2022-half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage- point downgrade. Global growth is expected to slow to 3.8 per cent in 2023.

The war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. Global growth is projected to slow from an estimated 6.1 per cent in 2021 to 3.6 per cent in 2022 and 2023. This is 0.8 and 0.2 percentage points lower for 2022 and 2023 than projected in January. Beyond 2023, global growth is forecast to decline to about 3.3 per cent over the medium term. War- induced commodity price increases and broadening price pressures have led to 2022 inflation projections of 5.7 per cent in advanced economies and 8.7 per cent in emerging market and developing economies- 1.8 and 2.8 percentage points higher than projected last January. Multilateral efforts to respond to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage debt distress, tackle climate change, and end the pandemic are essential.

Structure of India's Textile Industry:

India is one of the largest producers of textiles. It provides direct employment to 51 million people and indirectly 68 million. Due to changing government policies at the state and central government levels because of which major challenges are arising in the textile industry. The tax structure GST (Goods and Service Tax) makes the garments expensive. Another important threat is raising interest rates and labour wages and workers' salaries at the hubs of textile garment industries all over India at places such as Bangalore, Mumbai, Tirupur, and New Delhi. These manufacturers have the ability to produce the entire range of woven wear and knitwear at a low cost with reasonably good quality. The Indian textile industry has its own limitations such as access to the latest technology and failures to meet global standards in the highly competitive export market. Countries like China, Bangladesh and Sri Lanka give fierce competition in low price garment market. The formulation of policy, planning, development, export promotion and regulation of the textile industry in India is administered under the Ministry of Textile, Government of India.

Challenges of Textile Industry:

- Shortage in supply of raw materials;
- Increase in the cost of raw materials;
- Environmental problems;
- Infrastructure bottlenecks;
- Impact of GST;
- Shortage of labourer's due to a mass return;
- The decline in Apparel export.

Shortage in supply of raw materials: Because of pollution issues some unit of china and Europe has been shut down due to which rise in the prices of basic raw material has resulted and there are many other factors like weather, crop quality etc. which are influencing the raw material supply.

Increase in cost of raw material: Unpredictable market conditions, weather, policies etc. have resulted in an increase in raw material costs.

Environmental problems: Environmental compliance often isn't at the top of textile and garment importers concerns.

Infrastructure bottlenecks: The low quality of India's infrastructure continues to lag behind that of many other Asian countries.

The key advantages of the Indian Textile industry are:

- India is among the world's largest producers of Textiles and Apparel. The domestic apparel & textile industry in India contributes 5% to the country's GDP, 7% of industry output in value terms, and 12% of the country's export earnings;
- It is the industry in the country which is self-reliant and complete in the value chain i.e. from raw material to highest value added products;
- India is the largest producer of cotton with the largest area under cotton cultivation in the world. It has an edge in low cost cotton sourcing compared to other countries;
- Average wage rates in India are 50-60 per cent lower than that in developed countries, thus enabling India to benefit from global outsourcing trends in labour intensive businesses such as garments and home textiles;

Outlook:

The revenue generated by the global apparel market is steadily increasing over the course of the observed time period. The global apparel market size is expected to grow from \$551.36 billion in 2021 to \$605.4 billion in 2022 at a compound annual growth rate (CAGR) of 9.8%. The apparel market is expected to grow to \$843.13 billion in 2026 at a CAGR of 8.6%.

The Indian textiles market is expected to be worth more than US\$ 209 billion by 2029:

The apparel market encompasses every kind of clothing, from sportswear to business wear, from value clothing to statement luxury pieces. After difficulties in 2020, during the corona virus pandemic, when sales across the apparel industry took a hit, the global demand for clothing and shoes is set to rise again. The countries that account for the majority of this apparel demand are the United States and China, both generating substantially higher revenues than any other country. It is perhaps no surprise that the same two countries play a significant role in international trade. China leads the rankings for the highest value of apparel exports. The U.S. is second only to the EU in the value of apparel imports.

Increasing demand for online shopping is expected to help the apparel manufacturing market grow. Manufacturers can now sell their products on a larger platform than before, which will increase their customer base geographically driving the growth of the apparel manufacturing market. In countries, such as India, for instance, e-commerce portals have boosted the sales of traditional garments by giving larger exposure to producers who were confined to one geography where the weaving community was located.

Along with digitalization, another key apparel industry trend is sustainability. More consumers are concerned about the future of the planet and are putting pressure on fashion brands that do not have eco-friendly practices.

Risk Management:

Risks are inherent in all businesses. The challenge for the Company is to effectively and responsibly manage and control the risks on a sustained basis to enhance returns

CHANGES IN KEY FINANCIAL RATIOS:

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

S. NO.	Key Financial Ratio		FY 2022-23	*FY 2021-22
1.	Debtors Turnover Ratio	Times	1.8	2.98
2.	Inventory Turnover Ratio	Times	43.42	84.77
3.	Interest Coverage Ratio	%	0	0
4.	Current Ratio	Times	46.89	9.63
5.	Debt Equity Ratio	%	-30.74	-24.37
6.	Operation Profit Margin	%	-1.86	-0.81
7.	Net Profit Margin	%	-186.92	-80.41
8.	Return on Net Worth	%	-36.17	-28.03

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

Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions maybe forward-looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand- supply conditions, finished goods prices, raw materials cost & availability, changes in Government regulations and tax structure, economic developments within India and the Countries with which the Company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of the forward-looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

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

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

Place: Mumbai
Date: August 08, 2023

Annexure - IINomination and Remuneration Policy**CONSTITUTION OF COMMITTEE**

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

OBJECTIVE

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

The Key Objectives of the Committee would be:

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

APPLICABILITY

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

DEFINITIONS:

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

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

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

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

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

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

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

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

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

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

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

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

ROLE AND POWER OF THE COMMITTEE: -

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

The Committee shall:

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

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

- (i). Appointment criteria and qualifications
 - a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
 - b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
 - c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on

the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

(ii). Term / Tenure

a. Managing Director/Whole-time Director:

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

b. Independent Director:

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

c. Evaluation

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

d. Removal

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

e. Retirement

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

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

(i). General:

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required;

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

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

- Fixed pay:

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

- Minimum Remuneration:

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

- Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

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

- Remuneration / Commission:

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

- Sitting Fees

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

- Commission:

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

- Stock Options:

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

MEMBERSHIP:-

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

CHAIRMAN:-

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

FREQUENCY OF MEETINGS

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

COMMITTEE MEMBERS' INTERESTS

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

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

SECRETARY

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

VOTING

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

MINUTES OF COMMITTEE MEETING

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

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

- The Committee may Delegate any of its powers to one or more of its members.

AMENDMENTS TO THE POLICY

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

AMENDMENTS IN THE LAW

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

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

Place: Mumbai
Date: August 08, 2023

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

Manjusha Mundra
(Whole-time Director)
[DIN: 01739476]

Annexure III**Particulars of Remuneration**

[Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016]

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23; and
- ii. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary of the Company in the financial year 2022-23.

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2022-23 (Amount in Rs.)	% increase/ decrease in remuneration in the Financial Year 2022-23	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors			
Mr. Sanjay Mundra (WTD)	15,00,000/-	-	11.73:01
Mrs. Manjusha S. Mundra (WTD)	12,00,000/-	-	9.38:01
B. Key Managerial Personnel			
Mr. Harilal Pillai (CFO)	4,20,000/-	-	3.28:01
Mr. Mantosh Vishwakarma (CS)	2,40,000/-		1.87:01

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

Notes:

1. Median remuneration of all the employees of the Company for the financial year 2022-23 is Rs. 127900.

iii. The percentage increase/decrease in the median remuneration of employees in the financial 2022-23

Particulars	Financial Year 2022-23 (Amount in Rs.)	Financial Year 2021-22 (Amount in Rs.)	Decrease by(%)
Median remuneration of all employees	1,27,900	1,71,862.50	25.58

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

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

There were 07 permanent employees on the rolls of Company as on March 31, 2023.

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

Average percentile increases in the salaries of employee other than the Key managerial personnel in the Financial Year 2022-23 was 39.83% and there is slightly increase in the salary of CFO.

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

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

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

Sanjay Mundra
Whole-time Director
[DIN: 01205282]

Manjusha Mundra
Whole-time Director
[DIN: 01739476]

Place: Mumbai

Date: August 08, 2023

Registered Office:

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

Annexure IV

PARTICULARS OF REMUNERATION

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

Names of employees	Designation/ Nature of Duties	Remuneration Received [Rs.] p.a.	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held	% of shareholding
Mr. Sanjay Mundra	Whole-time Director	15,00,000	B.Com	41	62	21/12/1994	-	30.38
Mrs. Manjusha S. Mundra	Whole-time Director	12,00,000	B.Sc.	32	56	17/08/2005	-	22.03
Mr. Harilal Pillai	Chief Financial Officer	4,20,000	B.Com	27	58	12/02/2018	-	-
Mr. Mantosh Vishwakarma	Company Secretary	2,40,000	CS	8	41	05/07/2018	Public Limited Company	-
Mr. Govardhan Ram	Office Assistant	2,12,700	5 th	13	53	16/01/2021	-	-
Mr. Anil Ram	Driver	2,11,230	11 th	14	34	17/07/2020	-	-
Mr. Rafique Yusuf Shaikh	Driver	2,07,800	10 th	12	53	01/06/2020	-	-
Mr. Rahul Kumar	Office Assistant	1,27,900	12 th	03	25	Jan 2022	-	-
Mr. Rakesh M.Nomula	Driver	20,200	12 th	05	28	01/03/2023	-	-
	Total	41,39,830					-	-

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

Names of Employees	Names of employees who are relatives of any Director
Mr. Sanjay Mundra	Husband of Mrs. Manjusha Mundra and Father of Saurabh Mundra
Mrs. Manjusha Mundra	Wife of Mr. Sanjay Mundra and mother of Saurabh Mundra
Mr. Harilal Pillai	No Relation with any Director
Mr. Mantosh Vishwakarma	No Relation with any Director
Mr. Govardhan Ram	No Relation with any Director
Mr. Anil Ram	No Relation with any Director
Mr. Yusuf Shaikh Khan	No Relation with any Director
Mr. Rahul Kumar	No Relation with any Director
Mr. Rakesh M Nomula	No Relation with any Director

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

Place: Mumbai
Date: August 08, 2023

Sanjay Mundra
Whole-time Director
[DIN: 01205282]

Manjusha Mundra
Whole-time Director
[DIN: 01739476]

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

ANNEXURE V

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2023

[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**

"Cheznous" Flat No. 1, Gulmohar Cross Road No 7,

J.V.P.D Scheme, Mumbai - 400 049, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Deepjyoti Textiles Limited** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 ('Audit Period') complied with the statutory provisions listed hereunder and subject to the observations mentioned in this report, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under as amended;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under as amended;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*to the extent as may be applicable to the Company*);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (*Not Applicable to the Company during the Audit Period*);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not Applicable to the Company during the Audit Period*);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015 (*Not Applicable to the Company during the Audit Period*);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (*Not Applicable to the Company during the Audit Period*); and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not Applicable to the Company during the Audit Period)*;

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

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

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

I further report that:

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

I further report that:

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

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

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

**Place: Mumbai
Date: 07/08/2023**

**Sd/-
DEEP SHUKLA
(PROPRIETOR)
FCS: 5652
CP NO.5364
UDIN: F005652E000753124**

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To
The Members
DEEPJYOTI TEXTILES LIMITED

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

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

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

Sd/-

Place: Mumbai
Date: 07/08/2023

DEEP SHUKLA
(PROPRIETOR)
FCS: 5652
CP NO.5364
UDIN: F005652E000753124

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DEEPJYOTI TEXTILES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Deepjyoti Textiles Limited ("the Company"), which comprise the balance sheet as at March 31, 2023, the statement of profit and loss, the Statement of Changes in Equity and statement of cash flows for the year ended and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

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

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Managements and Board of Directors' Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rule, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and accordingly to the information and explanation given to us, we given in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
- 2) (A) As required by section 143(3) of the Act, based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity 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 Ind AS specified under section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Company, as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate Report in "Annexure B" Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over the financial reporting.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would materially impact its financial position.
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief (other than as disclosed in the notes to the accounts), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies) including foreign entities ("intermediaries"), with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief (other than as disclosed in the notes to the accounts), no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures that were considered reasonable and appropriate by us, in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The Company has not declared or paid any dividend during the year.
- vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.
- (C) With respect to the matter to be included in the Auditor's Report under section 197(16):

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

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

Rajesh Mundra
Partner
Membership No. 132837
UDIN No: 23132837BGWVXT9347

Place: Mumbai
Date: 30th May, 2023

Annexure - A - Report of Companies (Auditor's Report) Order, 2020 ("the Order") referred to in paragraph (1) of our report for the year ended 31st March, 2023

1. a) (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of the property, plant and equipment.
(B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified every year. In accordance with this programme, Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- c) The Company does not have any immovable property (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder and thus reporting under para 3(i)(e) of the Order is not applicable to the Company.
- (ii) a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits exceeding five crore in aggregate at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (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. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, employees' state insurance, value added tax, goods and service tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, employees' state insurance, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions that are not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence reporting under para 3 (viii) of the Order is not applicable to the Company.
- (ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Companies Act, 2013) during the year ended 31 March 2023. Accordingly, clause 3(ix)(e) is not applicable.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no instances of fraud by or on the company has been noticed or reported during the year, thus, no reporting under para (xi) (a) of the Order is required.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year under the vigil mechanism.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii)(a) to 3(xii)(c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date for the period under audit.

- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses in the current financial year of Rs. 179.79 Lakhs and in the immediately preceding financial year of Rs. 201.79 Lakhs.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under subsection (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xxi) The Company is not required to present consolidated financial statements and thus para 3 (xxi) of the Order is not applicable.

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

Rajesh Mundra
Partner
Membership No. 132837
UDINNo:23132837BGWVXT9347

Place: Mumbai
Date: 30th May, 2023

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

Report on the Internal Financial Controls over Financial Reporting with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **Deepjyoti Textiles Limited** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Rajesh Mundra
Partner

Membership No. 132837

Place: Mumbai

Date: 30th May,2023

UDIN No:23132837BGWVXT9347

DEEPJYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

BALANCE SHEET AS AT MARCH 31, 2023

(Rs. in Lakhs)

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
A ASSETS			
(1) Non - current assets			
(a) Property, Plant and Equipment	2	43.35	14.10
(b) Financial Assets			
(i) Other Financial Assets	3	180.40	3.24
(c) Deferred Tax Assets (Net)	4	3.87	2.17
Total Non Current Assets		227.62	19.51
(2) Current Assets			
(a) Inventories	5	1.60	9.46
(b) Financial Assets			
(i) Trade Receivables	6	69.43	196.99
(ii) Cash and Cash Equivalents	7	234.82	354.76
(iii) Other Financial Assets	8	-	177.10
(c) Current Tax Assets (Net)	9	3.48	16.60
(d) Other Current Assets	10	15.19	52.65
Total Current Assets		324.52	807.56
TOTAL ASSETS		552.14	827.07
B EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	11	501.00	501.00
(b) Other Equity	12	44.22	242.22
Total Equity		545.22	743.22
(2) Liabilities			
(1) Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)	4	-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	13	-	72.08
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(b) Other Current Liabilities	14	6.92	11.77
Total Current Liabilities		6.92	83.85
TOTAL EQUITY AND LIABILITIES		552.14	827.07
The accompanying notes form an integral part of the financial statements	1 to 26		

In terms of our report attached

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

For and on behalf Deepjyoti Textiles Limited

Rajesh Mundra
Partner
Membership No. 132837

Manjusha Mundra
Director
DIN : 01739476

Sanjay Mundra
Director
DIN : 01205282

Place: Mumbai
Date : 30-05-2023

Harilal Pillai
Chief Financial Officer

Mantosh Vishwakarma
Company Secretary

DEEPJYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**(Rs. in Lakhs)**

	Particulars	Note No.	For the year ended 31 March	For the year ended 31 March
I.	Revenue from Operations	15	105.93	256.55
II	Other Income	16	24.57	14.09
III	Total Income (I + II)		130.50	270.64
IV	Expenses:			
	Purchases of Stock-in-Trade	17	227.49	402.48
	Changes in Inventories of Stock-in-Trade	18	7.86	(9.46)
	Employee benefits expenses	19	42.87	42.37
	Depreciation and amortization expense	20	17.41	6.54
	Other expenses	21	32.07	37.04
	Total Expenses		327.70	478.97
V	Profit before tax (VII-VIII)		(197.20)	(208.33)
VI	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		(1.70)	(2.03)
	(3) Tax adjustments of earlier years (net)		2.50	-
	Total Tax Expense		0.80	(2.03)
VII	Profit/(Loss) after tax for the year (V - VI)		(198.00)	(206.30)
VIII	Earning per equity share:			
	(1) Basic	25	(3.95)	(4.12)
	(2) Diluted	25	(3.95)	(4.12)
	The accompanying notes form an integral part of the financial statements	1 to 26		

In terms of our report attached

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

For and on behalf Deepjyoti Textiles Limited

Rajesh Mundra
Partner
Membership No. 132837

Manjusha Mundra
Director
DIN : 01739476

Sanjay Mundra
Director
DIN : 01205282

Place: Mumbai
Date : 30-05-2023

Harilal Pillai
Chief Financial Officer

Mantosh Vishwakarma
Company Secretary

DEEPJYOTI TEXTILES LIMITED

CIN: L27200MH1994PLC083950

STATEMENT OF CASHFLOW FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	Year ended	Year ended
	31st March, 2023	31st March, 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
A. Cash Flow from Operating Activities:		
Net Profit before tax and extraordinary items	(197.20)	(208.33)
Adjustments for:		
Depreciation	17.41	6.54
Interest Income	(18.71)	(14.09)
Listing Expenses written off	-	5.29
Net gain on sale of property plant and equipment	(0.23)	-
Write-off of property plant and equipment	-	0.13
Operating Profit before working Capital Changes	(198.73)	(210.46)
Adjustments for:		
(Increase)/Decrease in Current Assets	363.10	260.17
(Decrease)/Increase in Current Liabilities	(76.93)	72.31
Cash generated from operations:	87.44	122.02
Income Taxes Paid	(2.50)	-
Net Cash generated from Operating Activities	84.94	122.02
B. Cash Flow from Investing Activities:		
Purchase of fixed asset	(47.88)	(1.90)
Sales of Fixed Asset	1.45	-
(Increase)/Decrease in Deposits	(177.16)	-
Interest on Term Deposit with Bank	18.71	14.09
Net Cash generated from Investing Activities	(204.88)	12.19
C. Cash Flow from Financing Activities:		
Net Cash generated from Financing Activities	-	-
D. Net Increase in Cash & Cash Equivalents	(119.94)	134.21
Cash and Cash Equivalents as at the beginning of the year	354.76	220.55
Cash and Cash Equivalents as at the end of the year (Refer Note 7)	234.82	354.76
The accompanying notes form an integral part of the financial statements	1 to 26	

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

In terms of our report attached
For R. K. Malpani & Co.
Chartered Accountants
Firm Registration No. 124198W

For and on behalf Deepjyoti Textiles Limited

Rajesh Mundra
Partner
Membership No. 132837

Manjusha Mundra
Director
DIN : 01739476

Sanjay Mundra
Director
DIN : 01205282

Place: Mumbai
Date : 30-05-2023

Harilal Pillai
Chief Financial Officer

Mantosh Vishwakarma
Company Secretary

DEEPJYOTI TEXTILES LIMITED

Notes to financial statement for the year ended March 31, 2023

Note – 1 - SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS: 31st March 2023**1. Corporate Information:**

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

2. Significant accounting policies:**2.1. Statement of Compliance**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) and the relevant provisions of the Companies Act, 2013 (the "Act") (to the extent notified) and the guidelines issued by the Securities Exchange Board of India ("SEBI") to the extent applicable. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.2. Basis of preparation and presentation

The Company prepared its Financial Statements to comply in all material aspects except wherever otherwise stated and presented under the historical cost convention, on the accrual basis of accounting.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Change in Equity, Cash Flow Statements together with the Notes for the year ended March 31, 2023, have been prepared in accordance with Ind AS, unless otherwise stated. The accounting policies have been consistently applied by the Company.

The financial statements are presented in Indian Rupees (Rs.) which is Company's presentation and functional currency, and all values are rounded to the nearest Lakhs (up to two decimals) except where otherwise indicated.

Material prior period items are rectified retrospectively unless impracticable.

2.3 Use of Estimate

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

2.4 Revenue Recognition

- (a) Revenue from sale of goods is recognized upon transfer of all significant risks and rewards of ownership to the buyer which generally corresponds with the dispatch/delivery of goods to buyers based on the terms of the contract. The amount recorded as sale is exclusive of discounts, net of returns and applicable taxes. All other income has been accounted for on accrual basis except for those entailing recognition on realization based. All expenses are provided on accrual basis unless stated otherwise.
- (b) Revenue from Trading in Derivatives has been recognized on the basis on the mark-to-market gain/loss as per the statement of the Demat account on actual basis.

- (c) Income from interest is being accounted for on time proportion basis considering the amount outstanding and Interest Rate. Interest income is included under the head "Other Income" in the statement of profit and loss.

2.5 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the same item will flow to the company and the cost of the item can be measured reliably. The cost includes the purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. All other repair and maintenance costs are recognized in the Statement of Profit or Loss as incurred.

Depreciation on tangible assets is provided in accordance with Ind AS 16 with useful life as prescribed in Schedule II of the Companies Act, 2013.

2.6 Inventory

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

2.7 Taxation

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

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

Tax adjustments for earlier years are the adjustments related to short or excess provision of taxes of the earlier years.

2.8 Impairment of Assets

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

2.9 Accounting of provisions & contingent liabilities

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

2.10 Earnings per Share (EPS)

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

2.11 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

2.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.13 In the opinion of the management, the realizable value of current assets including debtors, loans and advances are not less than the value at which they are stated in the Balance Sheet, in the ordinary course of business.

DEEPJYOTI TEXTILES LIMITED
NOTES TO FINANCIAL STATEMENTS

Statement of changes in equity for the year ended March 31, 2023

(a) Equity share capital

1. Current reporting period ([₹] in lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
501.00	-	501.00	-	501.00

2. Previous reporting period ([₹] in lakhs)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
501.00	-	501.00	-	501.00

(b) Other equity

As at March 31, 2023 ([₹] in lakhs)

Particulars	Reserves and Surplus			Total Other Equity
	Capital reserve	Security Premium	Retained earning	
Balance as at April 1, 2022	-	-	242.22	242.22
Profit for the year	-	-	(198.00)	(198.00)
Balance as at March 31, 2023	-	-	44.22	44.22

As at March 31, 2022 ([₹] in lakhs)

Particulars	Reserves and Surplus			Total Other Equity
	Capital reserve	Security Premium	Retained earning	
Balance as at April 1, 2021	-	-	448.52	448.52
Profit for the year	-	-	(206.30)	(206.30)
Balance as at March 31, 2022	-	-	242.22	242.22

This is the statement of change in equity referred to in our report of even date

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

For and on behalf Deepjyoti Textiles Limited

Rajesh Mundra
Partner
Membership No. 132837

Manjusha Mundra
Director
DIN : 01739476

Sanjay Mundra
Director
DIN : 01205282

Place: Mumbai
Date : 30-05-2023

Harilal Pillai
Chief Financial Officer

Mantosh Vishwakarma
Company Secretary

DEEPIYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

2 Property, Plant & Equipment:

Particulars	Gross Block			Accumulated Depreciation			Net Block			
	Opening Balance 01.04.2022	Additions for the year	Sale/Scraped out during the year	Closing Balance 31.03.2023	Opening Balance 01.04.2022	Depreciation for the year	Asset W/off	Closing Balance 31.03.2023	As at 31.03.2022	As at 31.03.2023
<u>Tangible Assets</u>										
Furniture	2.59	-	-	2.59	2.12	0.12	-	2.24	0.35	0.47
Office Equipment	4.62	0.77	0.12	5.28	2.41	1.27	0.02	3.66	1.61	2.21
Motor Vehicles	39.82	46.17	22.43	63.56	28.98	15.28	21.31	22.95	40.61	10.84
Computer	1.52	0.94	-	2.46	0.94	0.74	-	1.68	0.78	0.58
Current Year (2021-22)	48.55	47.88	22.55	73.89	34.45	17.41	21.32	30.54	43.35	14.10

Particulars	Gross Block			Accumulated Depreciation			Net Block			
	Opening Balance 01.04.2021	Additions for the year	Sale/Scraped out during the year	Closing Balance 31.03.2022	Opening Balance 01.04.2021	Depreciation for the year	Asset W/off	Closing Balance 31.03.2022	As at 31.03.2021	As at 31.03.2022
<u>Tangible Assets</u>										
Furniture	2.59	-	-	2.59	1.96	0.16	-	2.12	0.47	0.64
Office Equipment	4.91	1.16	1.45	4.62	2.37	1.42	1.38	2.41	2.21	2.55
Motor Vehicles	39.82	-	-	39.82	24.57	4.41	-	28.98	10.84	15.25
Computer	1.92	0.74	1.14	1.52	1.48	0.54	1.08	0.94	0.58	0.44
Previous Year (2021-22)	49.24	1.90	2.59	48.55	30.37	6.54	2.46	34.45	14.10	18.87

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

3 Financial Assets - Others

	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Bank Deposits with more than 12 months maturity	3.40	3.24
Fixed Deposits other than Banks	175.00	-
Security deposits	2.00	-
	180.40	3.24

4 Deferred Tax Assets (Net)

	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Deferred Tax Liabilities arising due to temporary difference pertaining to:		
Deferred Tax Asset arising due to temporary difference pertaining to:		
WDV of Fixed Assets	-3.87	-2.17
Deferred Tax Assets (Net)	-3.87	-2.17
As per Ind AS 12 "Income Taxes":		
Movement of Deferred Taxes balances		
Opening Balance (Deferred Tax Liabilities)	-2.17	-0.14
Recognised in Profit and Loss	1.70	2.03
DTL Closing Balance	-3.87	-2.17

5 Inventories

	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Stock-in-trade (Goods acquired for trading)	1.60	9.46
	1.60	9.46

* The stock has been valued at Cost.

Particulars	Current Year (2022-23)		Previous Year (2021-22)	
	Qty (In Bags)	(Rs. in Lakhs)	Qty (In Bags)	(Rs. in Lakhs)
Opening Stock	40	9.46	-	-
Purchases	1,019	227.49	1,944	402.48
Sales	1,049	235.35	1,904	400.75
Closing Stock	10	1.60	40	9.46

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

6 Trade Receivables

	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
(a) Trade Receivables considered good - Secured		
(b) Trade Receivables considered good - Unsecured	69.43	196.99
(c) Trade Receivables which have significant increase in Credit Risk		
(d) Trade Receivables - credit impaired		
Total	69.43	196.99
'Less: Allowance for doubtful trade receivables		
Net trade receivables	69.43	196.99

Ageing of Trade Receivables as at 31st March 2023:

Particulars	Outstanding for following periods from due date of payment					31 st March 2023
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	1.74	-	-	67.69	-	69.43
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Ageing of Trade Receivables as at 31st March 2022:

Particulars	Outstanding for following periods from due date of payment					31 st March 2022
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	127.54	-	69.45	-	-	196.99
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

7 Cash and cash equivalents:

Particulars	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
(a) Balances with Banks		
In current accounts		
- Canara Bank	1.67	1.45
- HDFC Bank	22.96	348.32
- ICICI Bank	2.93	4.84
In term deposit Accounts with maturity less than 3 months at inception	207.04	-
(b) Cash on hand	0.22	0.15
	234.82	354.76

8 Other Financials Assets

Particulars	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Others:		
Investment in Derivatives (Margin Money)	-	177.10
	-	177.10

9 Current Tax Assets (Net)

Particulars	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Income Tax Refund Receivable (A.Y.2008-09)	-	1.21
Income Tax Refund Receivable (A.Y.2009-10)	-	1.29
TDS Receivable (A.Y. 2020-21)	1.07	1.07
TDS Receivable (A.Y. 2021-22)	-	1.40
TDS Receivable (A.Y. 2022-23)	-	1.53
TCS on Purchase (AY 2022-23)	-	0.09
Income Tax Advance (A.Y.2022-23)	-	10.00
TDS & TCS Receivable (A. Y. 2023-24)	2.42	-
	3.48	16.60

10 Other Current Assets

Particulars	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
- Advance to J M Financial Services Ltd	0.01	44.54
- Rent Deposits	-	3.00
- Prepaid Expenses	0.15	0.43
- Salary Advance	0.10	0.96
- Accrued Interest	8.18	0.02
- Input Tax Credit Receivable	6.74	3.70
	15.19	52.65

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

11 Share Capital

Particulars	As at end of 31 March 2023		As at end of 31 March 2022	
	Number	(Rs. in Lakhs)	Number	(Rs. in Lakhs)
Authorised Share Capital				
Equity shares of Rs. 10 /- each	55,00,000	550.00	55,00,000	550.00
	55,00,000	550.00	55,00,000	550.00
Issued, Subscribed and fully paid up:				
Equity shares of Rs.10 each, fully paid up	50,10,000	501.00	50,10,000	501.00
Total Share Capital	50,10,000	501.00	50,10,000	501.00

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

Particulars	As at end of 31 March 2023		As at end of 31 March 2022	
	No. of Shares	(Rs. in Lakhs)	No. of Shares	(Rs. in Lakhs)
Shares outstanding at the beginning of the year	50,10,000	501.00	50,10,000	501.00
Shares Issued during the year - Bonus Issue	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	50,10,000	501.00	50,10,000	501.00

B) Terms/rights attached to equity shares :

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

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

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

Particulars	As at end of 31 March 2023		As at end of 31 March 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Sanjay Mundra	15,22,200	30.38%	15,22,200	30.38%
Manjusha Mundra	11,03,630	22.03%	11,03,630	22.03%

D) Details of Promoters Shareholding in the Company

Particulars	-		-	
	No. of Shares	% of holding	No. of Shares	% of holding
Sanjay Mundra	15,22,200	30.38%	15,22,200	30.38%
Manjusha Mundra	11,03,630	22.03%	11,03,630	22.03%

12 Other Equity

Particulars	As at end of	As at end of
	31 March 2023	31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Reserves & Surplus:		
Retained Earnings:		
Opening Balance	242.22	448.52
Add: Profit/(Loss) for the year	(198.00)	(206.30)
Balance as at the end of the year	44.22	242.22

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

13 Trade Payables

Particulars	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	72.08
Total	-	72.08

Ageing of Trade Payables as at 31st March 2023:

Particulars	for following				31 st March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Ageing of Trade Payables as at 31st March 2022:

Particulars	for following				31 st March 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	72.08	-	-	-	72.08
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

14 Other current liabilities:

Particulars	As at 31 March 2023	As at 31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Other payables		
Payable for Expenses	3.84	3.29
Provision for Expenses	0.08	0.01
TDS Payable	0.90	0.74
TCS Payable	0.02	0.02
Professional Tax Payable	0.01	0.01
Salary Payable	2.00	7.64
GST Payable (Under RCM Basis)	0.06	0.04
Total	6.92	11.77

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended	For the year ended
		31 March 2023	31 March 2022
		(Rs. in Lakhs)	(Rs. in Lakhs)
15	Revenue from operations:		
	Sale of products		
	- Cotton and blended Yarn	240.01	400.74
	- Income From Derivative Trading	(134.08)	(144.19)
		105.93	256.55
16	Other Income:		
	Interest income		
	- Term Deposits With Bank	9.78	0.16
	Interest on Income Tax refund	0.55	0.07
	Interest on other deposits (JM Financial Services)	8.37	13.86
	Profit on sale of PPE	0.23	-
	Sundry Balance Written Back	5.64	-
		24.57	14.09
17	Purchases of stock-in-trade		
	Purchases of stock-in-trade	227.49	402.48
		227.49	402.48
18	Changes in Inventories of Stock-in-trade:		
	Opening Stock	9.46	-
	Less: Closing Stock	1.60	9.46
		7.86	(9.46)
19	Employee benefits expense:		
	Salaries, Wages & Bonus	8.41	7.97
	Remuneration to Directors	27.00	27.00
	Remuneration to Chief Financial Officer	4.20	3.85
	Remuneration to Company Secretary	2.40	2.40
	Staff welfare expenses	0.86	1.15
		42.87	42.37

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended	For the year ended
		31 March 2023	31 March 2022
		(Rs. in Lakhs)	(Rs. in Lakhs)
20	Depreciation and amortization:		
	Depreciation Expense	17.41	6.54
		17.41	6.54
21	Other expenses:		
	Freight	0.47	1.32
	Travelling & Conveyance	0.54	0.01
	Brokerage	0.37	0.13
	Cash Discount	-	0.69
	Annual Custodial Fees	0.45	0.45
	Telephone & Internet Charges	0.55	0.24
	Insurance Charges	0.06	0.16
	Security Transaction Tax	1.89	2.71
	General Expenses	0.37	0.10
	Rent	7.43	8.52
	Printing & Stationary	1.61	1.91
	Motor Car Expenses	4.09	3.94
	Motor Car Insurance	0.51	0.76
	Legal and professional charges	8.47	4.56
	Postage & Courier Charges	0.48	0.58
	Office Repairs & Manitanance	0.62	0.41
	Electricity Charges	0.12	0.11
	Computer Repairs and Maintanance	0.05	0.18
	Advertisement Expenses	0.29	0.65
	Filing & Miscellaneous expenses	0.07	0.24
	Books & Periodicals	0.08	0.06
	Professional Tax	0.03	0.03
	Demat Charges	0.01	0.01
	IGST Expenses	0.22	-
	Late Filing Fees -ROC	-	0.13
	Bank Charges/ Commission	0.00	0.00
	Listing Expenses Written/Off	-	5.29
	Fixed Assets Written/Off	-	0.13
	Interest Expenses	-	0.09
	Listing Fee	0.55	0.55
	FILM fees	0.10	-
	Auditor Remuneration (refer note below)	2.65	3.10
		32.07	37.04

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

Breakup of Auditors Remuneration:

Particulars	For the year ended	For the year ended
	31 March 2023	31 March 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Payment to Auditor:		
For Statutory audit	2.00	2.00
For Other services	0.65	1.10
Total	2.65	3.10

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

Note 22 - Segment Information:		
As per Indian Accounting Standard 108 on 'Operating Segment' (Ind-AS 108), the Company operates in the below two segment as described below:		
Trading in Yarns:- Comprising of trading in Yarns used in manufacture of fabrics.		
Trading in Derivatives:- Comprising of trading in futures and options.		
Unallocated:- Consists of income, expenses, assets and liabilities which can not be directly identified to any of the above segments.		
(Rs. in lakhs)		
Particulars	Year ended	
	31-Mar-23	31-Mar-22
Segment Revenue:		
- Trading in Yarns	240.01	400.74
- Trading in Derivatives	(134.08)	(144.19)
Total Segment Revenue	105.93	256.55
- Other unallocable income	24.57	14.09
Total Income	130.50	270.64
Segment Results:		
- Trading in Yarns profit before tax	4.11	5.42
- Trading in Derivatives profit / (loss) before tax	(135.97)	(147.00)
Total Segment Results	(131.86)	(141.58)
- Other unallocable expenditure	(65.34)	(66.75)
Profit / (Loss) before tax	(197.20)	(208.33)
Segment Assets		
- Trading in Yarns	71.03	206.44
- Trading in Derivatives	0.01	221.64
Total Segment Assets	71.04	428.08
- Unallocated corporate assets	481.10	398.99
Total Assets	552.14	827.07
Segment Liabilities		
- Trading in Yarns	-	72.08
- Trading in Derivatives	-	-
Total Segment liabilities	-	72.08
- Unallocated corporate liabilities	6.92	11.77
Total liabilities	6.92	83.85

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

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

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

Note: Related parties have been identified by the Management.

23 b	Details of KMP and their related party transactions during the year 1 April 2022 to 31 March 2023 and balances outstanding as at 31 March 2023:			
		KMP	Other Related Parties	Total
		(Rs. in lakhs)	(Rs. in lakhs)	(Rs. in lakhs)
	Remuneration (FY 2022-23)			
	Mr. Sanjay Mundra	15.00		15.00
	Mrs. Manjusha Mundra	12.00		12.00
	Mr. Harilal Pillai	4.20		4.20
	Mr. Mantosh Vishwakarma	2.40		2.40
	Remuneration (FY 2021-22)			
	Mr. Sanjay Mundra	15.00		15.00
	Mrs. Manjusha Mundra	12.00		12.00
	Mr. Harilal Pillai	3.85		3.85
	Mr. Mantosh Vishwakarma	2.40		2.40
	Balances outstanding at the 31st March 2023			
	Mr. Sanjay Mundra	Nil		Nil
	Mrs. Manjusha Mundra	Nil		Nil
	Mr. Harilal Pillai	Nil		Nil
	Mr. Mantosh Vishwakarma	Nil		Nil
	Balances outstanding at the 31st March 2022			
	Mr. Sanjay Mundra	Nil		Nil
	Mrs. Manjusha Mundra	Nil		Nil
	Mr. Harilal Pillai	0.00		Nil
	Mr. Mantosh Vishwakarma	0.00		Nil

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

DEEPIYOTI TEXTILES LIMITED
NOTES TO FINANCIAL STATEMENTS

Note 24 – Additional Regulatory Information – Ratio

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance in %	Reason for Variance
Current Ratio (times)	Current Asset	Current Liabilities	46.89	9.63	386.81%	Increase in the ratio is mainly on account of decrease in Trade Payables
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	-30.74%	-24.37%	-26.10%	The Shareholders funds has been decreased in last two years due to which Return on equity has been decreased
Inventory Turnover Ratio (times)	Sales - Yarn Trading	Average Inventory	43.42	84.77	-48.78%	Decrease in the ratio is due to decrease in Inventory as well as decrease in sales
Trade Receivable Turnover Ratio (times)	Sales - Yarn Trading	Average Accounts Receivable	1.80	2.98	-39.54%	Decrease in the ratio is mainly on account of decrease in Turnover and decrease in Trade Receivable
Trade Payable Turnover Ratio (times)	Net Credit Purchases	Average Trade Pay	6.31	11.14	-43.34%	Decrease in the ratio is on account of nil Trade Payable as on 31 March 2023.
Net Capital Turnover Ratio (times)	Sales - Yarn Trading	Average Working Capital	0.46	0.49	5.34%	Variation is not material (below 25%)
Net Profit Ratio (%)	Net Profit	Revenue from Operations	-186.92%	-80.41%	-132.45%	Decrease in the ratio is mainly on account of decrease in Revenue from Operations
Return on Capital Employed (ROCE)	EBIT	Capital Employed*	-36.17%	-28.03%	-29.03%	Decrease in the ratio is mainly on account of decrease in Capital Employed
Return on Investment (ROI)	EBIT	Total assets	-35.72%	-25.19%	-41.79%	Increase in the ratio is mainly on account of decrease in Total Assets

*Capital Employed = Shareholder's Equity + ITR or Total Assets – Total Liabilities

The following ratios are not applicable to the Company

Debt Equity Ratio

Debt Service Coverage Ratio

DEEPJYOTI TEXTILES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars		For the year ended 31 March 2023	For the year ended 31 March 2022
25	As per Ind AS 33 "Earnings per Share":		
	Earnings per share:		
	Basic Earnings per share		
	Profit / (Loss) for the year after tax (Rs. in Lakhs)	(198.00)	(206.30)
	Weighted average number of equity shares (in Lakhs)	50.10	50.10
	Earnings per share - Basic in Rs. per share	(3.95)	(4.12)
	Diluted earnings per share		
	Profit / (Loss) for the year after tax	(198.00)	(206.30)
	Weighted average number of equity shares (in Lakhs)	50.10	50.10
	Earnings per share - Diluted in Rs. per share	(3.95)	(4.12)

26 Regrouped/ reclassified

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

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

For and on behalf Deepjyoti Textiles Limited

Rajesh Mundra
Partner
Membership No. 132837

Manjusha Mundra **Sanjay Mundra**
Director Director
DIN : 01739476 DIN : 01205282

Place: Mumbai
Date : 30-05-2023

Harilal Pillai **Mantosh Vishwakarma**
Chief Financial Officer Company Secretary