



Angel
Fibers Limited

CIN : U17200GJ2014PLC078738
GSTIN No. : 24AAMCA4484F1ZM Dt. 25-09-2017

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Ref: Angel Fibers Limited (Security ID:- ANGEL, Security Code:- 541006)

Sub- Submission of Annual Report

Dear Sir/Mam,

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the Annual Report of the company for the Financial Year 2019-20, which is being sent in electronic mode to the Members.

The Annual Report for the financial year 2019-20 is also available on the Company's website at www.angelfibers.com.

Kindly take this information on your record.

For, Angel Fibers Limited

Reena Kanabar
Company Secretary & Compliance officer
ACS No. A42808

Encl:- Annual Report

Regd Office:
Shivalik 2, Shop No. 6, University Road,
Nr. Pushkardham Temple, Rajkot 360005.
Off.-99043 99443, Acc.-76220 22349

Factory:
Survey No. 100/1, Kalavad-Ranuja Road,
At: Haripar, Tal.: Kalavad, Dist: Jamnager
email: info@angelfibers.com, angelfibers01@gmail.com



ANGEL FIBERS LIMITED

7TH ANNUAL REPORT :- 2019-20



ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot

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CORPORATE INFORMATION

ANGEL FIBERS LIMITED
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BOARD OF DIRECTORS

Name	DIN	Designation
Mr. Ashok Mavjibhai Dudhagara	06604661	Chairman and Managing Director
Ms. Prafulaben Ashokbhai Dudhagara	07965907	Executive Director
Mr. Ankur Bakulesh Jani	08005274	Non-Executive Director
Mr. Ketanbhai Ramnikbhai Vadaliya	08041695	Non-Executive Independent Director
Mr. Nirav Bhupatbhai Baldha	07872780	Non-Executive Independent Director
Mr. Rameshkumar Jivrajbhai Ranipa <i>(Appointed w.e.f. May 8, 2020)</i>	03339532	Additional Non-Executive Director
Mr. Jitendra Gopalbhai Raiyani <i>(Appointed w.e.f. August 06, 2020)</i>	00284527	Additional Non-Executive Director
Mr. Pankaj Becharbhai Bhimani <i>(Appointed w.e.f. August 06, 2020)</i>	08818741	Additional Non-Executive Director
Mr. Rohankumar Jitendra Raiyani <i>(Appointed w.e.f. August 06, 2020)</i>	08814726	Additional Non-Executive Director
Ms. Jyoti Jashvantray Kataria <i>(Appointed w.e.f. July 30, 2020)</i>	08817525	Additional Non-Executive Independent Director
Mr. Meraman Bhimsibhai Bhatu <i>(Appointed w.e.f. July 29, 2020)</i>	08814715	Additional Non-Executive Independent Director
Mr. Hiteshkumar Chhaganbhai Chaniyara <i>(Appointed w.e.f. July 29, 2020)</i>	08814531	Additional Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Name	DIN/PAN	Designation
Mr. Ashok Mavjibhai Dudhagara	06604661/ ABQPD8014N	Chairman and Managing Director
Mr. Paraskumar Chovatiya <i>(Resigned w.e.f. July 14, 2020)</i>	BQPPC0316K	Chief Financial Officer
Mr. Ashish Dhirajbhai Desai <i>(Appointed w.e.f. July 17, 2020)</i>	CEFPD1282N	Chief Financial Officer
Ms. Reena Kanabar	BQSPK2174E	Company Secretary & Compliance Officer

AUDIT COMMITTEE

Name	DIN	Designation
Mr. Nirav Bhupatbhai Baldha	07872780	Chairperson
Mr. Ketanbhai Ramnikbhai Vadaliya	08041695	Member
Mr. Ankur Bakulesh Jani	08005274	Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Name	DIN	Designation
Mr. Nirav Bhupatbhai Baldha	07872780	Chairperson
Mr. Ketanbhai Ramnikbhai Vadaliya	08041695	Member
Mr. Ankur Bakulesh Jani	08005274	Member

NOMINATION & REMUNERATION COMMITTEE

Name	DIN	Designation
Mr. Nirav Bhupatbhai Baldha	07872780	Chairperson
Mr. Ketanbhai Ramnikbhai Vadaliya	08041695	Member
Mr. Ankur Bakulesh Jani	08005274	Member

STATUTORY AUDITORS	COST AUDITORS
H.B. Kalaria & Associates Chartered Accountants A-601/602, The Imperial Hights, Opp. Big Bazaar, 150 ft. Ring Road, Rajkot-360005 E-mail : hbkalaria@gmail.com	M/s Diwanji & Co., Mihir Vyas Cost Accountants, 812-Samanvay Silver, Mujmahuda Circle, Vadodara-393020, Gujarat, India Mail Id: mihirvyas31@gmail.com
	SECRETARIAL AUDITOR
	MS. JANKI DEDANIYA Practicing Company Secretary A-601/602, The Imperial Hights, Opp. Big Bazaar, 150 ft. Ring Road, Rajkot-360005 E-mail : jankidedania132@gmail.com

REGISTRAR & SHARE TRANSFER AGENT	BANKERS TO THE COMPANY
M/s Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059. PHONE: 022-62638205 E-mail: vinayak@bigshareonline.com Website: www.bigshareonline.com	STATE BANK OF INDIA Dhebar Road (SME) Branch, Nr.Kanta Stri Vikash Building Rajkot-360002, Gujarat, India Tel. Number: 0281-227995 Email Id: sbi60068@sbi.co.in Website: www.sbi.co.in AXIS BANK LIMITED 1003 First Floor, Nakshtra-III, Near Raiya Telephone Exchange, 150 Ft. Ring Road, Rajkot-360005, Gujarat, India Tel. Number: 0281-2575910 Email Id: Sebastian.Polackal@axisbank.com Website: www.axisbank.com

REGISTERED OFFICE	PLANT LOCATION
Shop No.6 Shivalik-2, University Road, Near Pushkardham Temple, University Road, Rajkot - 360005, Gujarat, India. Email: info@angelfibers.com Website: www.angelfibers.com	Unit: Survey No. 100/1, Kalavad-Ranuja Road, Haripar, Tal: Kalavad, Dist: Jamnagar-361013, Gujarat, India.

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DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by presenting their 07th Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2020.

1. PERFORMANCE HIGHLIGHTS (STANDALONE)

Your Company has Performed during the reporting period as follows:

	(In Rs.)	
Particulars	FY 2019-20	FY 2018-19
Revenue from operations	1,41,94,48,680.00	1,32,67,62,117.00
Other income	2,72,28,918.00	4,22,98,024.00
Total revenue	1,44,66,77,597.00	1,36,90,60,141.00
EBITDA	3,70,05,156.00	16,53,57,578.00
Less:		
Finance Costs	5,43,37,723.00	3,49,24,554.00
Depreciation	13,58,98,303.00	11,68,76,744.00
Profit before tax, exceptional and extraordinary items	(15,32,30,869.00)	1,35,56,280.00
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	(15,32,30,869.00)	1,35,56,280.00
Less: Taxes on income	(68,49,137.00)	81,73,453.00
Profit after tax	(14,63,81,732.00)	53,82,827.00
EPS – Basic	(5.86)	0.22
EPS – Diluted	(5.86)	0.22

Note: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

Company's Performance

The Total Income from Operations (net) of the Company for the year under review is Rs. 1,41,94,48,680 as compared to Rs. 1,32,67,62,117 in the previous year. Loss for the year stood at Rs. (14,63,81,732) as compared to Profit after tax of Rs. 53,82,827 in the previous year. Loss in FY 2019-20 was due to increase in the prices of raw cotton without the corresponding increase in the yarn prices coupled with decline in demand for cotton yarn affected the financial performance of the Company. The reduction in incentives further aggravated the problems and affected company's performance during the year. Another reason is increase in depreciation on expanded capacity by your company. Apart from that there has been a very difficult situation for textile industry during the whole year. However During the current year government has clarified incentive of expansion of unit capacity and Your Management expects that company will be able to put up a reasonably good performance in the Current Year.

2. TRANSFER TO RESERVES

Due to loss in the FY 2019-20, The Company has not transferred any amounts to Reserves during the period under review.

3. SHARE CAPITAL

Authorised Share Capital

The Authorised Share Capital of the Company as at 31st March, 2020 is Rs. 25,00,00,000.00 consists of 2,50,00,000 equity shares of Rs. 10 each.

Issued Paid Up and Subscribed Capital

The Issued, Paid Up and Subscribed Share Capital of the Company as at 31st March, 2020 is Rs. 25,00,00,000.00 consists of 2,50,00,000 equity shares of Rs. 10 each.

There is no change in the share capital of the Company during the period under review.

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4. DIVIDEND

For the Financial Year 2019-20, due to losses, the Board of Directors regret recommending dividend to shareholders.

5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has introduced various measures to reduce energy consumption and install the latest technologies.

Total energy consumption

The Company has introduced various measures to reduce energy consumption and install the latest technologies.

Total energy consumption

Purchased	2019-20	2018-19
Units (nos.)	2,03,47,520.00	1,69,56,040.00
Total amount (Rs.)	14,53,25,543.00	25,68,40,088.00
Rate per unit (Rs.)	7.14	15.14
Generated	Nil	Nil

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company does not have any subsidiaries, joint ventures or associates in the period under review.

7. SIGNIFICANT EVENTS AFTER BALANCE SHEET DATE

There have been no significant events after the Balance Sheet date which requires any disclosure except that Our Promoter and Directors Mr. Ashok Mavjibhai Dudhagara and Mrs. Prafulaben Ashokbhai Dudhagara (“Sellers”) had entered into Share Purchase Agreement (“SPA”) with Mr. Rameshkumar J. Ranipa and Mr. Jitendra G. Raiyani (“Acquirers”) on March 17, 2020 for selling their 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares (“Sale Shares”) of face value of Rs. 10.00 each which constitutes 56.47% of the issued, paid up and subscribed equity share capital of Angel Fibers Limited (including 53,04,840 Equity Shares constituting 21.22% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – Bank and 51,25,000 Equity Shares constituting 20.50% of the issued, paid up and subscribed equity share capital of the Angel Fibers Limited are Lock-In upto March 7, 2021), for an aggregate consideration of Rs.12,70,68,120 (Twelve Crores Seventy Lakhs Sixty Eight Thousand One Hundred and Twenty Only), i.e. Rs. 9 (Rupees Nine Only) per Equity Share (“Negotiated Price”).

Due to aforesaid SPA, an open offer was given by Acquirers under Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 for substantial acquisition of shares/voting rights accompanied with change in control. An open offer was given by the Acquirers to the shareholders of Angel Fibers Limited to acquire upto 65,00,000 Equity Shares constituting 26% of Equity Share Capital/Voting Capital of Angel Fibers Limited at a price of Rs. 9 per Equity Share. The open Offer was opened on June 3, 2020 and closed June 16, 2020. In Open offer 43,59,700 Equity Shares constituting 17.44% of Equity Share Capital/Voting Capital of Angel Fibers Limited were tendered by the shareholders of Angel Fibers Limited and for which the Acquirers paid total Rs.3,92,37,300 (Three Crores Ninety Two Lakhs Thirty Seven Thousand Three Hundred) for acquisition of 43,59,700 Equity Shares on June 25, 2020.

Under the SPA, Acquirers has already acquired 88,13,840 Equity Shares constituting 35.26% (including 51,25,000 Lock In Shares) constituting 35.26% of capital of Angel Fibers Limited from the Sellers. The remaining 53,04,840 Equity Shares constituting 21.22% of total Equity Share Capital/Voting Capital of Angel Fibers Limited are pledged by sellers with the Bank, which are under process of transferring to Acquirers as per the terms stipulated in the SPA. (The payment for such 53,04,840 Equity Shares constituting 21.22% of Angel Fibers Limited are also paid by the Acquirers to the Sellers).

During the open offer, the Acquirers appointed Mr. Ramesh G. Ranipa on the Board of Angel Fibers Limited on May 8, 2020. For further details refer the section Directors Report- point no. 20 - Information on Directorate. The Acquirers acquired the control over the Target Company and the Acquirers shall become the

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promoters of the Target Company upon compliance with the provision of regulation 31A (5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

8. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company in the period under review.

9. CHANGE IN THE REGISTERED OFFICE

There has been no change in the registered office of the Company in the period under review. However change in registered office from Rajkot city to Jamnagar district is proposed for approval of shareholders in the ensuing Annual General Meeting.

10. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Constitution of Board:

As on the date of this report, the Board comprises of following Directors;

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Directorship ²	No. of Committee ¹		No. of Shares held as on March 31, 2020
					in which Director is Member	in which Director is Chairman	
Mr. Ashokbhai M. Dudhagra	Chairman and Managing Director	February 14, 2014	December 28, 2017	1	-	-	11462320 Equity Shares
Ms. Prafulaben A Dudhagara	Executive Director	October 24, 2017	October 24, 2017	1	-	-	2656360 Equity Shares
Mr. Ankur Bakulesh Jani	Non-Executive Director	November 29, 2017	January 3, 2018	1	2	-	499320 Equity Shares
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	December 14, 2017	January 3, 2018	3	-	2	Nil
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	January 02, 2018	January 03, 2018	1	2	-	Nil
Mr. Rameshkumar Jivrajbhai Ranipa	Additional Non-Executive Director	May 08, 2020	May 08, 2020	3	-	-	Nil
Mr. Jitendrabhai Gopalbhai Raiyani	Additional Non-Executive Director	June 08, 2020	June 08, 2020	3	-	-	Nil
Mr. Pankajbhai Becharbhai Bhimani	Additional Non-Executive Director	June 08, 2020	June 08, 2020	1	-	-	NIL
Mr. Rohankumar Jitendrabhai Raiyani	Additional Non-Executive Director	June 08, 2020	June 08, 2020	1	-	-	NIL
Mr. Hiteshkumar Chaganbhai Chaniyara	Additional Non-Executive Independent Director	July 29, 2020	July 29, 2020	1	-	-	NIL
Mr. Meraman Bhimsibhai Bhatu	Additional Non-Executive Independent Director	July 29, 2020	July 29, 2020	1	-	-	NIL
Ms. Jyoti Jashvantray Kataria	Additional Non-Executive Independent Director	July 30, 2020	July 30, 2020	1	-	-	NIL

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¹ Committee includes Audit Committee and Stakeholder's Relationship Committee across all Public Companies.

² Excluding LLPs, Section 8 Company & Struck Off Companies.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 8 listed entities nor any of the Director of the Company serve as an Independent Director in more than 7 listed entities.

11. DISCLOSURE BY DIRECTORS

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

12. DEPOSITS

The Company has not accepted any deposits in the period under review.

13. AUDITORS' QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS IN THE AUDITORS' REPORT

The Auditors Report does contain a disclaimer of opinion on the financial statements for the period ended March 31, 2020. The statements made by the Auditors in their Report are self-explanatory and do not call for any further comments.

The Auditors have advised the management to carry out inspection of fixed assets & inventories and to have an internal process to report deficiencies in internal control to management on timely basis. The Company is in the process of complying with the same.

14. CORPORATE SOCIAL RESPONSIBILITY

As the Company does not fall under the criteria as mentioned under Section 135 of the Companies Act, 2013, the provisions of Corporate Social Responsibility do not apply to the Company.

15. EXTRACT OF ANNUAL RETURN

The extract of the Annual return in Form MGT-9 is annexed herewith to the Board's Report as ANNEXURE-A.

16. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 09 Board meetings were convened and held, details of which are as follows:

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Sr. No.	Date of Board meeting	No. of Directors entitled to attend the meeting	No. of Directors present
01	05/04/2019	05	05
02	28/04/2019	05	05
03	30/05/2019	05	05
04	02/08/2019	05	05
05	31/08/2019	05	05
06	26/10/2019	05	05
07	14/11/2019	05	05
08	24/12/2019	05	05
09	17/03/2020	05	05

Name of Director	Mr. Ashokbhai Dudhagra	Ms. Prafulaben Dudhagara	Mr. Ankur B Jani	Mr. Nirav Baldha	Mr. Ketanbhai Vadaliya
Number of Board Meeting held	9	9	9	9	9
Number of Board Meetings Eligible to attend	9	9	9	9	9
Number of Board Meeting attended	9	9	9	9	9
Presence at the previous AGM of F.Y. 2018-2019	Yes	Yes	Yes	Yes	Yes

18. GENERAL MEETINGS

During the year under review, only one meeting of members was held and that was Annual General Meetings on 30th September, 2019.

19. INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the Act. A separate meeting of Independent Directors was held on 17th March, 2020 to review the performance of Non-Independent Directors and Board as whole and performance of chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

20. INFORMATION ON DIRECTORATE

In accordance with the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including and statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Ankur Bakulesh Jani (DIN: 08005274) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

There was no change in Board of Directors of the Company during the period under review.

However, due to open offer made by Mr. Jitendra G. Raiyani and Mr. Ramesh J. Ranipa ("Acquirers") pursuant to Regulation no. 3(1) and 4 of SEBI (SAST) Regulations, 2011, after the end of FY 2019-20, following changes took place in the Board Structure of Company:-

Name of Director	Category Cum Designation	Date of Appointment
Mr. Rameshkumar Jivrajbhai Ranipa	Additional Non-Executive Director	May 08, 2020
Mr. Jitendrabhai Gopalbhai Raiyani	Additional Non-Executive Director	June 08, 2020
Mr. Pankajbhai Becharbhai Bhimani	Additional Non-Executive Director	June 08, 2020
Mr. Rohankumar Jitendrabhai Raiyani	Additional Non-Executive Director	June 08, 2020
Mr. Hiteshkumar Chhaganbhai Chaniyara	Additional Non-Executive Independent Director	July 29, 2020
Mr. Meraman Bhimsibhai Bhatu	Additional Non-Executive Independent Director	July 29, 2020
Ms. Jyoti Jashvantray Kataria	Additional Non-Executive Independent Director	July 30, 2020

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Appointment cum Regularization of all the above directors are proposed in the ensuing Annual General Meeting as follows:-

Name of Director	Proposed Designation
Mr. Rameshkumar Jivrajbhai Ranipa	Chairman Cum Whole-Time Director
Mr. Jitendrabhai Gopalbhai Raiyani	Non-Executive Director
Mr. Pankajbhai Becharbhai Bhimani	Whole-Time Director
Mr. Rohankumar Jitendrabhai Raiyani	Managing Director
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director
Mr. Meraman Bhimsibhai Bhatu	Non-Executive Independent Director
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director

21. DETAILS OF KEY MANAGERIAL PERSONNEL

During the financial year under review, there was no any change in the KMP.

However, after the end of financial year Mr. Paraskumar Chovatiya, CFO of the company, had tendered his resignation due to personal reasons w.e.f 14th July, 2020. Further Mr. Ashish Dhirajbhai Desai was appointed as Chief Financial Officer w.e.f 17th July, 2020.

22. PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance board committees and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

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

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

23. COMMITTEES OF BOARD

The Board of Directors in line with the requirement of the act has formed various committees, the detailed terms of reference of the Committee is available on the website of the Company at www.angelfibers.com.

A. Audit Committee: -

During the year under review, the Audit Committee met 6 (Six) times during the Financial Year 2019-20, on 05-04-2019, 28-04-2019, 30-05-2019, 02-08-2019, 31-08-2019 and on 14-11-2019.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2019-20		
			Held	Eligible to attend	Attended
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	Chairperson	6	6	6
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Member	6	6	6
Mr. Ankur Bakulesh Jani	Non-executive Director	Member	6	6	6

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The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Further, the Company Secretary of the Company is acting as Company Secretary to the Audit Committee.

Recommendations of Audit Committee wherever/whenever given have been accepted by the Board.

Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.angelfibers.com.

B. Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee had duly formed mainly to focus on the redressal of Shareholders' / Investors' Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The terms of reference of the Committee is available on the website of the Company at www.angelfibers.com.

During the year under review, Stakeholder's Relationship Committee met 4 (Four) times on 02-04-2019, 06-07-2019, 05-10-2019 and 06-01-2020. The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2019-20		
			Held	Eligible to attend	Attended
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	Chairperson	4	4	4
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Member	4	4	4
Mr. Ankur Bakulesh Jani	Non-executive Director	Member	4	4	4

During the year under review, the Company had not received any complaint.

C. Nomination and Remuneration Committee

The Nomination and Remuneration committee had duly formed in line with the provisions of Section 178 of the Companies Act 2013. The detailed policy of the Committee is available on the website of the Company at www.angelfibers.com.

During the year under review Nomination and Remuneration Committee met 2 (Two) times on 31-08-2019 and on 17-03-2019. The composition of the Committee and the details of meetings attended by its members are given below:

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Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2019-20		
			Held	Eligible to attend	Attended
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	Chairperson	2	2	2
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Member	2	2	2
Mr. Ankur Bakulesh Jani	Non-executive Director	Member	2	2	2

24. NOMINATION AND REMUNERATION POLICY

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors. The Board has also formulated a Policy relating to remuneration of Directors, members of Senior Management and Key Managerial Personnel. The policy is placed on the website of the company at www.angelfibers.com and is annexed to this report as annexure – B.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Reference may be made to the financial statements of the Company in this regard.

26. RELATED PARTY TRANSACTIONS

During the reporting period, the Company has entered into any contract/ arrangement/transaction with related parties which were on arm's length basis or which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is applicable and annexed as ANNEXURE-C.

Systems are in place for obtaining prior omnibus approval of the Audit Committee on an annual basis for transactions with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all transactions with related parties are placed before the Audit Committee for their review on a periodic basis.

27. MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

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Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase
1.	Mr. Ashokbhai M. Dudhagra	Chairman & Managing Director	Remuneration	5.93:1	(16.83)
2.	Ms. Prafulaben A Dudhagara	Executive Director	Remuneration	-	Not Applicable
3.	Mr. Ankur Bakulesh Jani	Non-Executive Director	Sitting Fees	-	Not Applicable
4.	Mr. Nirav BhupatbhaiBaldha	Non-Executive Independent Director	Sitting Fees	-	Not Applicable
5.	Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Sitting Fees	-	Not Applicable
6.	Ms. Reena Kanabar	Company Secretary & Compliance Officer	Remuneration	1.20:1	No Change
7.	Mr. Paraskumar Chovatiya	Non-Executive Independent Director	Remuneration	0.83:1	No Change

* During the year under review, all the Non-Executive Directors of the Company were paid Sitting Fees for attending the Board Meeting and other Committees Meeting. Hence, the ratio of remuneration of all Non-Executive Directors to the median remuneration of employees are not disclosed or compared.

**Only those employees who were in employment for 11 or 12 months are taken into consideration.

b) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in current financial year was decrease by 39% over the previous financial year.

c) The number of permanent employees on the rolls of the Company: 22 permanent Employees as on March 31, 2020.**d) Average percentile increase 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:**

The Average salary of employees is decrease by 42.32%. The average remuneration decrease due to loss of the Company. Whereas remuneration of the executive directors was not increased. The remuneration paid to executive directors were within the limit as per approved by the shareholders of the Company.

28. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

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29. PARTICULARS OF LOANS GUARANTEES INVESTMENTS & SECURITY

Details of Loans Guarantees Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

30. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed to this Report as Annexure – B.

31. SUBSIDIARIES ASSOCIATES AND JOINT VENTURE OF THE COMPANY

The company does not have any Subsidiary, Associate or Joint Venture.

32. MATERIAL CHANGES AND COMMITMENT

Our Promoter and Directors Mr. Ashok Mavjibhai Dudhagara and Mrs. Prafulaben Ashokbhai Dudhagara (“Sellers”) had entered into Share Purchase Agreement (“SPA”) with Mr. Rameshkumar J. Ranipa and Mr. Jitendra G. Raiyani (“Acquirers”) on March 17, 2020 for selling their 1,41,18,680 (One Crore Forty-One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares (“Sale Shares”) of face value of Rs. 10.00 each which constitutes 56.47% of the issued, paid up and subscribed equity share capital of Angel Fibers Limited (including 53,04,840 Equity Shares constituting 21.22% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – Bank and 51,25,000 Equity Shares constituting 20.50% of the issued, paid up and subscribed equity share capital of the Angel Fibers Limited are Lock-In upto March 7, 2021), for an aggregate consideration of Rs.12,70,68,120 (Twelve Crores Seventy Lakhs Sixty Eight Thousand One Hundred and Twenty Only), i.e. Rs. 9 (Rupees Nine Only) per Equity Share (“Negotiated Price”).

Due to aforesaid SPA, an open offer was given by Acquirers under Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 for substantial acquisition of shares/voting rights accompanied with change in control. An open offer was given by the Acquirers to the shareholders of Angel Fibers Limited to acquire up to 65,00,000 Equity Shares constituting 26% of Equity Share Capital/Voting Capital of Angel Fibers Limited at a price of Rs. 9 per Equity Share. The open Offer was opened on June 3, 2020 and closed June 16, 2020. In Open offer 43,59,700 Equity Shares constituting 17.44% of Equity Share Capital/Voting Capital Of Angel Fibers Limited were tendered by the shareholders of Angel Fibers Limited and for which the Acquirers paid total Rs.3,92,37,300 (Three Crores Ninety Two Lakhs Thirty Seven Thousand Three Hundred) for acquisition of 43,59,700 Equity Shares on June 25, 2020.

Under the SPA, Acquirers has already acquired 88,13,840 Equity Shares constituting 35.26% (including 51,25,000 Lock In Shares) constituting 35.26% of capital of Angel Fibers Limited from the Sellers. The remaining 53,04,840 Equity Shares constituting 21.22% of total Equity Share Capital/Voting Capital of Angel Fibers Limited are pledged by sellers with the Bank, which are under process of transferring to Acquirers as per the terms stipulated in the SPA. (The payment for such 53,04,840 Equity Shares constituting 21.22% of Angel Fibers Limited are also paid by the Acquirers to the Sellers).

During the open offer, the Acquirers appointed Mr. Ramesh G. Ranipa on the Board of Angel Fibers Limited on May 8, 2020. For further details refer the section Directors Report- Information on Directorate.

The Acquirers acquired the control over the Target Company and the Acquirers shall become the promoters of the Target Company upon compliance with the provision of regulation 31A (5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

33. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and the Company’s operations in future.

34. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment free from harassment of any nature we have framed Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a

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gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review there were no incidences of sexual harassment reported.

35. SECRETARIAL STANDARDS OF ICSI

The company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

36. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate and efficient internal and external control system, which provides protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions. The internal control systems are further supplemented by internal audits carried out by the respective Internal Auditors of the Company and Periodical review by the management. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorised, correctly reported and assets are safeguarded.

37. CORPORATE GOVERNANCE

Integrity and transparency are key factors to our corporate governance practices to ensure that we achieve and will retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on BSE SME Platform of Bombay Stock Exchange Limited (BSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C D and E of Schedule V are not applicable to the company. Hence Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

38. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as Annexure - D.

40. RISK MANAGEMENT POLICY

The Company has a robust Risk Management framework to identify measure and mitigate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

41. DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors state that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed with no material departures;

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- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

42. STATUTORY AUDITORS

The Company's auditors M/s. H. B. Kalaria & Associates (firm registration number 104571W) have completed 4 years as Statutory Auditors of the Company.

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company has appointed them for a period of 5 years from conclusion of Annual General Meeting of the year 2015 - 2016 till the conclusion of Annual General Meeting of the year 2020-2021.

M/s. H. B. Kalaria & Associates have informed the Company that their appointment if made would be within the limits prescribed under Section 141 of the Companies Act, 2013.

The Auditors have confirmed that they have subjected themselves to the peer review process of ICAI and hold valid certificate issued by the Peer Review Board of the ICAI.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company as well as declaring that they have not taken up any prohibited non-audit assignments for the Company.

43. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed Mrs. Janki Kalaria Practicing Company Secretary as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed to the Board's Report and forms an integral part of this Report as ANNEXURE-E.

44. COST AUDIT

The Company has appointed Diwanji & Co. (FRN: 00039) as cost auditor for conducting the cost audit in respect of the products manufactured by the Company as per the provisions of Section 148 of the Companies Act, 2013 for the period under review.

Further, the Board of Directors at their meeting held on August 31, 2020, appointed M/s. M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) for auditing the cost records of your Company for the year ended March 31, 2021 subject to approval of shareholders in the ensuing 7th Annual General Meeting. The Board recommends for of Remuneration to Cost Auditor M/s Manish Bhagvandas Analkat, Cost & Management Accountants payable for the financial year 2020-21.

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45. WEBSITE

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely "www.angelfibers.com" containing basic information about the Company. The website of the Company is containing information like Policies, Shareholding Pattern, Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

46. GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules 2014 and other applicable provisions of the act and listing regulations to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

47. Acknowledgements

We take this opportunity to thank the employees for their dedicated service and contribution to the Company.

We also thank our banks, business associates and our shareholders for their continued support to the Company.

Date: 31.08.2020

Place: Rajkot

**For and on Behalf of the Board of Directors,
ANGEL FIBERS LIMITED**

**Mr. Ashokbhai M Dudhagara
(DIN : 06604661)**

**Mrs. Prafulaben A Dudhagara
(DIN : 07965907)**

Angel Fibers Limited
Annexure to the Board's Report - Form MGT-9

Extract of Annual Return as on the financial year ended March 31, 2020
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details

1	CIN	L17200GJ2014PLC078738
2	Registration date	February 14, 2014
3	Name of the Company	Angel Fibers Limited
5	Address of the registered office and contact details	Shivalik - 2, Shop No. 6, Nr. Pushkardham Temple, University Road, Rajkot - 360005 Contact: 9426785557 Email: angelfibers01@gmail.com
6	Whether listed company?	Yes
7	Name, address and contact details of Registrar and Share Transfer Agent if any	Bigshare Services Private Limited

II. Principal business activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company are given below:

Sr.	Name and description of main products/services	NIC code of product/service	% to total turnover of the Company*
1	Cotton Yarn	13111	81.65%
2	Cotton Bales	1632	15.04%

*on the basis of gross turnover

III. Particulars of Holding, Subsidiary and Associate Companies

The Company does not have any holding, subsidiary, associate or joint venture during the reporting period.

IV. Shareholding pattern (Equity share capital breakup as % of total Equity)**i. Category-wise shareholding**

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
A. Promoters									
1. Indian									
a. Individual/HUF	1,41,18,680	-	1,41,18,680	56.47%	1,41,18,680	-	1,41,18,680	56.47%	0.00%
b. Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. State Govt(s).	-	-	-	0.00%	-	-	-	0.00%	0.00%
d. Bodies Corporates	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Banks/FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
f. Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total A.1.	1,41,18,680	-	1,41,18,680	56.47%	1,41,18,680	-	1,41,18,680	56.47%	0.00%
2. Foreign									
a. NRIs - Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Other - Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. Bodies Corporates	-	-	-	0.00%	-	-	-	0.00%	0.00%
d. Banks/FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total A.2.	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total shareholding of Promoters A. = A.1. + A.2.	1,41,18,680	-	1,41,18,680	56.47%	1,41,18,680	-	1,41,18,680	56.47%	0.00%
B. Public shareholding									
1. Institutions									
a. Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Banks/FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d. State Govt(s).	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f. Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g. FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h. Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i. Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total B.1.	-	-	-	0.00%	-	-	-	0.00%	0.00%

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2. Non-institutions									
a. Bodies Corporates									
i. Indian	11,16,025	-	11,16,025	4.46%	5,48,000	-	5,48,000	2.19%	-2.27%
ii. Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Individuals									
i. Individuals holding nominal share capital up to Rs. 1 lakh	10,50,711	-	10,50,711	4.20%	11,52,000	-	11,52,000	4.61%	0.41%
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	85,13,320	-	85,13,320	34.05%	89,01,320	-	89,01,320	35.61%	1.55%
c. Others (specify)									
HUF	1,52,000	-	1,52,000	0.61%	2,48,000	-	2,48,000	0.99%	0.38%
Clearing Members	37,264	-	37,264	0.15%	20,000	-	20,000	0.08%	-0.07
NRI	12,000	-	12,000	0.05%	12,000	-	12,000	0.05%	0.00%
Sub-total B.2.	1,08,81,320	-	1,08,81,320	43.53%	1,08,81,320	-	1,08,81,320	43.53%	0.00%
Total public shareholding B. = B.1. + B.2.	1,08,81,320	-	1,08,81,320	43.53%	1,08,81,320	-	1,08,81,320	43.53%	0.00%
C. Shares held by custodian for GDRs and ADRs									
-	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total C.	-	-	-	0.00%	-	-	-	0.00%	0.00%
D. Non-promoter Non-public									
-	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total D.	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total A. to	2,50,00,000	-	2,50,00,000	100.00%	2,50,00,000	-	2,50,00,000	100.00%	0.00%

ii. Shareholding of Promoters

Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
Ashok Mavjibhai Dudhagara	1,14,62,320	45.85%	0.00%	1,14,62,320	45.85%	18.78%	0.000%
Pratulaben A. Dudhagara	26,56,360	10.63%	0.00%	26,56,360	10.63%	2.44%	0.000%
Total	1,41,18,680	56.47%	0.00%	1,41,18,680	56.47%	21.22%	0.000%

iii. Change in Promoters' shareholding

There is no change in shareholding by promoters during the reporting period.

iv. Shareholding of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs)

Sr.	Name and Details of Share Holding	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the Company
1	Hasmukhbhai Vashrambhai Pansuriya				
	As at the beginning of the reporting period	9,84,000	3.94%	9,84,000	3.94%
	As at the end of the reporting period	9,84,000		9,84,000	3.94%
2	Maheshbhai Vashrambhai Pansuriya				
	As at the beginning of the reporting period	9,00,000	3.60%	9,00,000	3.60%
	As at the end of the reporting period	9,00,000		9,00,000	3.60%
3	Kantilal Gopalbhai Savaliya				
	As at the beginning of the reporting period	9,00,000	3.60%	9,00,000	3.60%
	As at the end of the reporting period	9,00,000		9,00,000	3.60%
4	K Chandraprakash				
	As at the beginning of the reporting period	5,36,000	2.14%	5,36,000	2.14%
	As at the end of the reporting period	5,36,000		5,36,000	2.14%
5	Harish Popatbhai Trivedi				
	As at the beginning of the reporting period	5,00,000	2.00%	5,00,000	2.00%
	As at the end of the reporting period	5,00,000		5,00,000	2.00%
6	Ankur Bakulesh Jani				
	As at the beginning of the reporting period	4,99,320	2.00%	4,99,320	2.00%
	As at the end of the reporting period	4,99,320		4,99,320	2.00%

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7 K Sundari				
As at the beginning of the reporting period	4,88,000	1.95%	4,88,000	1.95%
As at the end of the reporting period	4,88,000		4,88,000	1.95%
8 Kunjan Mahendra Shah				
As at the beginning of the reporting period	4,66,000	1.86%	4,66,000	1.86%
As at the end of the reporting period	4,66,000		4,66,000	1.86%
9 Narmadaben Hasmukhbhai Pansuriya				
As at the beginning of the reporting period	3,36,000	1.34%	3,36,000	1.34%
As at the end of the reporting period	3,36,000		3,36,000	1.34%
10 Bhanderi Bhargav Kalubhai				
As at the beginning of the reporting period	3,32,000	1.33%	3,32,000	1.33%
As at the end of the reporting period	3,32,000		3,32,000	1.33%
11 Shaileshkumar Kalubhai Bhanderi				
As at the beginning of the reporting period	3,32,000	1.33%	3,32,000	1.33%
As at the end of the reporting period	3,32,000		3,32,000	1.33%
12 Kalubhai Makanbhai Bhanderi				
As at the beginning of the reporting period	3,32,000	1.33%	3,32,000	1.33%
As at the end of the reporting period	3,32,000		3,32,000	1.33%

v. Shareholding of directors and key management personnel

Sr.	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the	No. of shares	% of total shares of the Company
1 Ashokbhai Mavjibhai Dudhagara				
As at the beginning of the reporting period	1,14,62,320	45.85%	1,14,62,320	45.85%
As at the end of the reporting period	1,14,62,320		1,14,62,320	45.85%
2 Prafulaben Ashokbhai Dudhagara				
As at the beginning of the reporting period	26,56,360	10.63%	26,56,360	10.63%
As at the end of the reporting period	26,56,360		26,56,360	10.63%
3 Ankur Bakulesh Jani				
As at the beginning of the reporting period	4,99,320	2.00%	4,99,320	2.00%
As at the end of the reporting period	4,99,320		4,99,320	2.00%

V. Indebtedness of the Company including interest outstanding/accrued but not due for payment (in Rs.)

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the period				
i. Principal amount	71,87,42,597	26,15,91,399	-	98,03,33,996
Total i.+ii.+iii.	71,87,42,597	26,15,91,399	-	98,03,33,996
Change in indebtedness during the reporting period				
Addition	1,44,41,86,207	5,00,87,400	-	1,49,42,73,607
Reduction	1,52,71,98,330	13,89,32,186	-	1,66,61,30,516
Net change	(8,30,12,123)	(8,88,44,786)	-	(17,18,56,909)
Indebtedness at the end of the financial year				
i. Principal amount	63,57,30,474	17,27,46,613	-	80,84,77,087
Total i.+ii.+iii.	63,57,30,474	17,27,46,613	-	80,84,77,087

VI. Remuneration of directors and key managerial personnel**A. Remuneration to Managing Director, Whole-time Directors and/or Managers (in Rs.)**

Particulars of remuneration	Name of MD/WTD/Manager		Total amount
	Ashokbhai Mavjibhai Dudhagara	Prafulaben Ashokbhai Dudhagara	
1. Gross salary	9,98,000	-	9,98,000
a. Salary as per provisions in sec. 17(1) of the Income-tax Act, 1961 ("IT Act")	-	-	-
b. Value of perquisites u/s 17(2) of the IT Act	-	-	-
c. Profits in lieu of salary u/s 17(3) of the IT Act	-	-	-
2. Stock options	-	-	-
3. Sweat equity	-	-	-
4. Commission as % of profit as others (specify)	-	-	-
5. Others (specify)	-	-	-
Total A.	9,98,000	-	9,98,000
Ceiling as per the Act			84,00,000

Angel Fibers Limited
Annexure to the Board's Report - Form MGT-9

B. Remuneration to other directors:					(in Rs.)
Particulars of remuneration	Name Director			Total amount	
	Ankur Bakulesh Jani (Non-Executive Director)	Ketanbhai Ramnikbhai Vadaliya (Independent Director)	Nirav Bhupatbhai Baldha (Independent Director)		
a) Independent Director	-	-	-	-	9,98,000
i) Fees for attending board/ committee meetings	-	-	-	-	-
ii) Commission	-	-	-	-	-
iii) Others, Specify	-	-	-	-	-
Total (a)	-	-	-	-	-
n) Other non-executive Directors	-	-	-	-	-
i) Fees for attending board/ committee meetings	-	-	-	-	-
ii) Commission	-	-	-	-	-
iii) Others, Specify	-	-	-	-	-
Total (b)	-	-	-	-	-
Total Table (B)	-	-	-	-	-
Total Managerial Remuneration (Table A+B)	9,98,000	-	-	-	9,98,000
Overall Ceiling as per the Act	Since the company has loss during the year, the remuneration has been paid in terms of Schedule V to the Companies Act, 2013				84,00,000

C. Remuneration to KMPs other than MD/Manager/WTDs					(in Rs.)
Particulars of remuneration	Key managerial personnel			Total amount	
	Reena Kanabar	Paraskumar Chovatiya			
1. Gross salary					
a. Salary as per provisions in sec. 17(1) of the Income-tax Act, 1961 ("IT Act")	2,01,800	1,40,548	-	-	3,42,348
b. Value of perquisites u/s 17(2) of the IT Act	-	-	-	-	-
c. Profits in lieu of salary u/s 17(3) of the IT Act	-	-	-	-	-
2. Stock options	-	-	-	-	-
3. Sweat equity	-	-	-	-	-
4. Commission as % of profit as others (specify)	-	-	-	-	-
5. Others (specify)	-	-	-	-	-
Total	2,01,800	1,40,548	-	-	3,42,348

VII. Penalties/Punishment/Compounding of offences

There were no penalties/punishment/compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other officers in default, if any, during the reporting period.

**For and on behalf of the Board of Directors,
Angel Fibers Limited**

Ashok Dudhagara
Chairman
DIN: 06604661

Ankur Jani
Director
DIN: 08005274

Reena Kanabar
Company Secretary
BQSPK2174E

Ashish Dhirajbhai Desai
CFO
BQPPC0316K

Rajkot, August 31, 2020

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University Road, Rajkot

ANNEXURE-B

NOMINATION & REMUNERATION POLICY

1. Preface:

Angel Fibers Limited (“**The Company**”), in order to attract motivated and retained manpower in competitive market, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Regulations and Disclosure Requirements) Regulation, 2015 as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

2. Objective:

The Key Objectives of the Nomination and Remuneration Policy would be:

- A. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- B. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- C. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

3. Definition:

- a) “**Board**” means Board of Directors of the Company.
- b) “**Director**” means Directors of the Company.
- c) “**Committee**” means the Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board.
- d) “**Company**” means Angel Fibers Limited.
- e) “**Independent Director**” means a Director referred to in Section 149(6) of the Companies Act, 2013.
- f) **Key Managerial Personnel** means:
 - i. Executive Chairman or Chief Executive Officer and/or Managing Director;
 - ii. Wholetime Director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary;
 - v. Such other Officer as may be prescribed under the applicable statutory provisions / regulations.
- g) “**Senior Management**” means personnel of the Company who occupy the position of Head of any department/ division/ unit.

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

4. Guiding principles:

The guiding principle is to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (including Independent Director) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

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University Road, Rajkot

- A. To carry out evaluation of performance of Directors, Key Management Personnel as well as Senior Management Personnel.
- B. The level and composition of remuneration and the other terms of employment is reasonable and sufficient to attract, retain and motivate executives of the Company shall be competitive in order to ensure that the Company can attract and retain competent Executives.
- C. To determine remuneration based on Company's size and financial position and trends and practice on remuneration prevailing in the similar Industry. When determining the remuneration policy and arrangements for Directors/ KMP's and Senior Management, the Committee considers pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.
- D. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

5. Coverage:

A. Policy on Appointment and Nomination of Directors, Key Managerial Personnel and Senior Management:

1) Appointment criteria and qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and KMP and recommend to the Board his / her appointee.
- 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 Wholetime 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.

- d) Any appointment made at Senior Management Level shall be placed before the meeting of the Board of Directors of the Company.

2) Tenure of Employment:

a) Managing Director/Whole-time Director/ Executive Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director, Whole-Time 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 1st October, 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

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three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

3) Evaluation:

The Committee shall evaluate performance of every Director, KMP and Senior Management Personnel at regular period of one year.

The Board shall take into consideration the performance evaluation Director, KMP and Senior Management Personnel at the time of Re-appointment.

B. Policy on remuneration of Director, KMP and Senior Management Personnel:

- 1) The remuneration/compensation/commission etc. to the Managing 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.
- 2) The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
- 3) 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 Managing Director.
- 4) Where any insurance is taken by the Company on behalf of its Managing 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.
- 5) Remuneration to Whole-time/ Executive/ Managing Director, KMP and Senior Management Personnel;

a) Fixed pay:

The Managing 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 break-up 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 on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 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.

- 6) Remuneration to Non- Executive / Independent Director;

a) 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 Companies Act, 2013 and the rules made thereunder.

b) 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

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lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The Independent Director shall be entitled to reimbursement of expenses for participation in the Board and other meeting.

c) 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 Companies Act, 2013.

d) Stock Options:

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

6. Reward principles and objectives:

Our remuneration policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, interalia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

7. Disclosure of Information:

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and senior management may be disclosed in the Company's annual financial statements.

8. Application of the Nomination and Remuneration Policy

This Nomination and Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Person and Board of Directors.

The Remuneration Policy is binding for the Board of Directors. In other respects, the Remuneration Policy shall be of guidance for the Board. The Board of Director reserves the right to modify the policy as and when recommended by the Nomination and Remuneration Committee either in whole or in part without assigning any reason whatsoever.

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ANNEXURE-C

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies
(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis:-** Not Applicable
2. **Details of material contracts or arrangements or transactions at arm's length basis:**

Sr. No.	Particulars	RPT – 1
1.	Name(s) of the related party and nature of relationship	Akshar Cotton Industries (AASFA9287F)
2.	Nature of contracts/ arrangements/ transactions	Sale of goods
3.	Duration of the contracts/ arrangements/ transactions	F.Y 2019-20
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	At prevailing prices on arm's length basis and on Industry practice terms Total Transaction Value- Rs 7,84,47,268/-
5.	Date(s) of approval by the Board	April 5, 2019
6.	Amount paid as advances, if any	-

Date: 31.08.2020
Place: Rajkot

For and on Behalf of the Board of Directors,
Angel Fibers Limited

Mr. Ashokbhai M Dudhagara
(DIN : 06604661)

Mrs. Prafulaben A Dudhagara
(DIN : 07965907)

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Rajkot

ANNEXURE-D

MANAGEMENT DISCUSSION AND ANALYSIS

SPECIAL NOTE ON CORONAVIRUS PANADEMIC

By mid of March 2020, the outbreak of Coronavirus (COVID-19) pandemic has been rapidly spreading throughout the world, including India causing significant disturbance and slowdown of economic activity. The immediate lockdown resulted muted sales due to closure of factory, office and transportation. As the company is under the substantial acquisition of shares and takeovers process, the new management took benefit of this lockdown in checking and maintenance of machinery. As the operation of all the plant is shut down, management find it better time to repair the same with the help of some labours, who were living in the factory premises only. The company's manufacturing facilities were shut down from 23rd March, 2020 for 32 days. Looking at current situation the company does not predict any significant effect of Covid-19 on profitability. The Company is continuously monitoring the situation and taking necessary actions in response to the developments, to minimize the impact on the business of the Company.

COMPANY'S BUSINESS

The Company's principal line of business is manufacturing of Cotton Yarn, The Company has spinning units near Rajkot, Gujarat with an installed capacity of 39648 spindles. Company has setup 2 spinning units, out of which capacity of 1st unit is of 19584 spindles and 2nd unit is of 20064 spindles.

OVERALL REVIEW

The overall profitability of the Company during the year under review, as compared to the previous year, has been adversely affected due to unfavourable market conditions prevailing for a major part of the year in all the business segments and to some extent towards the latter part of the March profitability also got impacted on account of the lockdown pursuant to Govt.'s directives to prevent spread of pandemic COVID 19.

Moreover, as you are aware, the Board of Directors of the Company, entered into share purchase agreement on 17th march,2020, for which purpose letter of offer was filed on 26th may,2020 and the open offer was started on 3rd June,2020 and closed on 16th June,2020. All the shares offered by the public shareholders was accepted and consideration was paid on 25th June,2020.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The COVID 19 break down in the second half of March led to lockdown and spread worst effect in all economies world-wide. The above break down has put a lot of pressure on Textile industry in India which was already facing a lot of challenges due to delays in receiving the GST refunds as well as delay in receiving the export benefits. Indian textile industry is facing huge liquidity crunch and uncertainty pertaining to future orders

OPPORTUNITIES

First half of FY 21 is expected to be very tough and the second half is expected to give some relief to the business and the society in general if all the countries specially India is able to control the COVID 19 Pandemic.

There could be a positive side for textile business as USA and EU customers who will be looking for alternative for China, may move to other countries such as India, Vietnam, Bangladesh etc. Hence it is expected that demand will increase in textile fabrics for exports, but we need to ensure that we prepare ourselves to take the advantage of the expected business which might drift away from china.

SEGMENTAL REVIEW AND ANALYSIS

Despite of facing adverse atmosphere in domestic textile industry and COVID-19 pandemic, there is no significant decrease in annual turnover of the company. However, it didn't touch the desired target, but the turnover of our company is quite good compared to other textile companies.

RISKS AND CONCERNS

Overall there is no such material negative impact on company is expected because market started its routine functions as government declared unlock activities. Textile industry is affected due to this pandemic but after unlocking the demand started and many domestic as well as foreign orders are pending. However, growth of the company may not reach as it was targeted but there will not be significant material effect.

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OUTLOOK

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. The main reason for increase in domestic consumption is the government mission for self-reliant India, government and many socialist promotes domestic consumption and after this pandemic human mentality also got changed and favours “Made in India” products. Moreover, US and EU countries are also looking for alternative of china and therefore it is also expected for increase in exports.

An important development in the global textile trade is the fall in China's predominance, which presents a ray of hope for India to up its market share. However, the fast emergence of new textile manufacturing hubs like Vietnam and Bangladesh can upset India's calculations in a changing market, driven by market access and the policy support given by the respective governments to empower the textile chain. Also, emerging regional trading agreements can script a paradigm shift in future trade and investment flows. Further, India has to work towards eliminating trade barriers, and needs to take measures to expand market access.

India should aim to strengthen the textile value chain. Out of its total exports of textiles and apparel, more than 50% is contributed by textiles. The scope of value addition is higher in downstream activities like fabric processing and weaving. These steps are necessary to promote self-reliant India mission.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control procedures and systems commensurate with its size and nature of its business for purchase of raw materials, plant and machinery, components and other items and sale of goods. The checks and controls are reviewed by the Audit Committee for improvement in each of these areas on a periodical basis. The internal control systems are improved and modified continuously to meet with changes in business conditions, statutory and accounting requirements. Moreover, the new management has expert team for technical staff, who are already trained and are able to manage production cycle smoothly.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance of the Company has been discussed at length in Director's Report to the Members.

HEALTH, SAFETY AND SECURITY MEASURES

The Company continues to accord the highest priority to health and safety of its employees and communities it operates in. The Company has been fully committed to comply with all applicable laws and regulations and maintains the highest standard of Occupational Health and Safety and ensures safer plants by conducting safety audits, risk assessments and periodic safety awareness campaigns and training to employees. We believe in good health of our employees.

Currently to prevent the spread of pandemic COVID-19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its plant and construction sites as well as at office locations. Your Company is in full compliance of all Government directives issued in this behalf.



Form MR-3
Secretarial Audit Report for the Financial Year Ended March 31, 2020

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

To,
The Members,
Angel Fibers Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Angel Fibers Limited (hereinafter called “the Company”). 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 our 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 authorised representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 (‘FEMA’) and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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, 1992 till May 14, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with effect from May 15, 2015;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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 for the financial year ended March 31, 2020;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable for the financial year ended March 31, 2020; and
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with effect from December 1, 2015.

Amongst the various laws which are applicable to the Company, following are the laws which are specifically applicable to the Company:

1. Factories Act, 1948 as amended by the Factories (Amendment) Act, 1987 (Act 20 of 1987)
2. Employees Provident Fund Act, 1952
3. Payment of Bonus Act, 1965 as amended by The Payment of Bonus (Amendment) Act, 2015
4. The Minimum Wages Act 1948
5. Industrial Disputes Act, 1947
6. Maternity Benefit Act, 1961
7. Goods and Service Tax Act, 2017
8. Value Added Tax, 2017
9. Central Goods and Services Tax Act, 2017
10. Integrated Goods and Services Tax Act, 2017
11. State Goods and Services Tax Act, 2017
12. Central Sales Tax Act, 1956
13. Income Tax Act, 1961
14. Gujarat Panchayat Act, 1993
15. Gujarat Land Revenue Code, 1879
16. Gujarat Stamp Act, 1958
17. Customs Act, 1962

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India limited.

While it is not feasible to verify all the acts that are applicable to the company but During the period under review and as per the details provided by the management of the company the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We 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.



JANKI KALARIA
PRACTICING COMPANY SECRETARY

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and Board Committee Meetings. Agenda and detailed notes on agenda are sent at least seven days in advance and a system exists for seeking consent of Directors in the few cases where these documents are sent less than seven days in advance. A system also exists for obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, where applicable, are captured and recorded as part of the minutes. However, during the period under report, all the decisions have been taken unanimously and no dissent recorded in Board/ Committee Minutes.

We 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.

For, Janki Kalaria
Practicing Company Secretary

Janki Kalaria
Proprietor
M. No. 41978
CP. No. 15941
UDIN: A041978B000596873

Date: 19.08.2020
Place: Rajkot



Secretarial Audit Report

To,
The Members,
Angel Fibers Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management.

Our examination was 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 the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For, Janki Dedania
Practicing Company Secretary

Janki Kalaria
Proprietor
M. No. 41978
CP. No. 15941
UDIN: A041978B000596873

Date: 19.08.2020
Place: Rajkot

Independent Auditor's Report

To the Members of **Angel Fibers Limited**

Report on the Standalone Financial Statements

Disclaimer of Opinion

We have audited the accompanying standalone financial statements of **Angel Fibers Limited** ("**the Company**") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Disclaimer of Opinion section of our report, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and loss, and its cash flows for the year ended on that date.

Basis for Disclaimer of Opinion

- a. The Company has not carried out an inspection of its fixed assets and has not maintained a register of fixed assets during the year under review. Consequently, we were unable to carry out auditing procedures necessary to obtain adequate assurance regarding the quantities and condition of fixed assets, appearing in the balance sheet at Rs. 757,236,736. There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the existence of such fixed assets. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustment to the figure may have a consequential significant effect on the loss for the year and net assets as at March 31, 2020.
- b. The Company has not carried out an inspection of its inventories during the year under review. Consequently, we were unable to carry out auditing procedures necessary to obtain adequate assurance regarding the quantities and condition of such inventories appearing in the balance sheet at Rs. 182,144,117. There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the existence of such inventories. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustment to the figure may have a consequential significant effect on the loss for the year and net assets as at March 31, 2020.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are

further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in

accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

- a. The Company is irregular in repayment of borrowings towards outstanding dues of principal repayable to banks and interest payable to banks. The Company has however, regularized all the borrowings as of the date of this report.
- b. The Company has incurred a net loss of Rs. 146,381,732/- during the period under review. The Company has however, prepared its financials on a going concern basis.

Key Audit Matters

Except for the matter described in Basis for Disclaimer of Opinion and Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Emphasis of Matter

To assess the recoverability of certain assets, the Company has considered internal and external information up to the date of this report in respect of the current and estimated future Indian economic indicators consequent to the global health pandemic. The actual impact of the pandemic may be different from that considered in assessing the recoverability of these assets. Our opinion is not modified in respect of this matter. We draw attention to note no. 4 & 5 of the half yearly financial results with respect to Covid-19 impact on the financial statement.

We draw your attention to Note 2.6 of the section Summary of Significant Accounting Policies where the Company has not complied with the provisions of AS 15 – Employee Benefits with respect to creating a provision for leave encashment expense payable to its employees. The Company determines the liability for defined benefit plans on actual payment basis only.

Our opinion is not modified in respect of this matter.

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility 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:

1. 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.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. 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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. In our opinion, except for the matters described in Basis for Disclaimer of Opinion paragraph above, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g. The Company has paid managerial remuneration in accordance with the provisions of Sec. 197 of the Companies Act, 2013 as amended from time to time during the reporting period.
- h. 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 20 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

Place: Rajkot

Date: 18/07/2020

For,
HB Kalaria and Associates
Firm Reg. No. 104571W
Chartered Accountants

(Hardik Kalaria)
Partner
Mem. No. 155474
UDIN:20155474AAAAKD2417

Annexure A

Referred to in the section Report on Other Legal and Regulatory Requirements on of the Independent Auditors' Report of even date to the members of Angel Fibers Limited on the standalone financial statements as of and for the year ended March 31, 2020

- a) The Company is not maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) The fixed assets are physically verified informally by the Management from time to time. However, the Company has not maintained a regular phased program for the physical verification of the fixed assets of the Company. The management has however not noticed any material discrepancies during the year.
- c) The title deeds of immovable properties, as disclosed in the notes on fixed assets to the financial statements, are held in the name of the Company.
- ii. We have not been provided with the records of inventory verification done by the management of the company during the year. Hence, we are unable to comment on whether there were any material discrepancies noticed by the management and whether the same have been dealt with in the books of accounts of the Company during the year.
- iii. The Company has not granted any loans to any parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
- iv. The Company has not granted any loans or made any investments or provided any guarantee or security to the parties covered under Sections 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the Rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.

We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income-tax, profession tax, sales tax, VAT and service tax, and including provident fund, employees' state insurance, duty of customs, duty of excise, cess and any other material statutory dues, as applicable, with the appropriate authorities except as stated below:-

Name of Statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Due date of payment	Date of payment	Remarks, if any
Gujarat Professional Tax Act	Professional Tax	1,17,580	F.Y.2019-20	Monthly	Not paid till date of report	-
Gujarat Professional Tax Act	Professional Tax	3,67,850	Before F.Y. 2019-20	Monthly	Not paid till date of report	-

- b) According to the information and explanations given to us and the records of the Company examined by us, there are dues which have been disputed and not paid as outlined below:

Name of Statute	Nature of Dues	Disputed Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income-Tax Act, 1961	Income Tax	104,366,600	A.Y. 2015-16	Commissioner Of Income Tax (Appeal)

- vii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date. Though, the Company is irregular in repayment of borrowings towards outstanding dues of principal and interest payable to banks. However, the Company has regularized all the borrowings as of the date of this report.

The Company has sought to take the benefit of COVID-19 regulatory package announced by the Reserve Bank of India vide its notification dated 27th March 2020 and is consequently has received moratorium on its loan obligations.

- viii. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- ix. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.
- x. The Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

- xi. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xii. The details of related party transactions, if any, have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
- xiii. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xiv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xv. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Place: Rajkot

Date: 18/07/2020

For,
HB Kalaria and Associates
Firm Reg. No. 104571W
Chartered Accountants

(Hardik Kalaria)
Partner
Mem. No. 155474
UDIN:20155474AAAAKD2417

Annexure B

Referred to in point f. of the section Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of Angel Fibers Limited on the standalone financial statements for the year ended March 31, 2020

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the standalone financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over the financial reporting of **Angel Fibers Limited** ("the Company") as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on 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 that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Act.

Auditors' Responsibility

3. 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") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with the 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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

6. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect of financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. 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 control 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.

Disclaimer of Opinion According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2020:

- a. The Company has not carried out an inspection of its fixed assets and has not maintained a register of fixed assets during the year under review.
 - b. The Company has not carried out an inspection of its inventories during the year under review.
 - c. The Company does not have an internal process to report deficiencies in internal control to management on a timely basis.
9. The system of internal financial controls over financial reporting with regard to the Company except as stated above, were not made available to us to enable us to determine if the Company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020.

Place: Rajkot

Date: 18/07/2020

For,
HB Kalaria and Associates
Firm Reg. No. 104571W
Chartered Accountants

(Hardik Kalaria)
Partner
Mem. No. 155474
UDIN:20155474AAAAKD2417
E-mail: hbkalaria@gmail.com

Tel.: 2581501/02/03 M: +91 98240 42115, 99241 32115

Angel Fibers Limited
Standalone Balance Sheet as at March 31, 2020

(in Rs.)

Particulars	Note	As at March 31, 2020		As at March 31, 2019	
I. Equity and Liabilities					
Shareholders' funds					
Share capital	3	25,00,00,000		25,00,00,000	
Reserves and surplus	4	(10,19,97,013)		4,43,84,719	
Money received against share warrants		-	14,80,02,987	-	29,43,84,719
Non-current liabilities					
Long-term borrowings	5	57,92,38,051		74,97,20,724	
Deferred tax liabilities (net)	6	1,52,26,632		2,19,60,479	
Other long-term liabilities		-		-	
Long-term provisions	7	2,28,076	59,46,92,758	8,98,561	77,25,79,764
Current liabilities					
Short-term borrowings	8	11,99,86,130		12,12,04,947	
Trade payables					
Total outstanding dues of MSMEs		-		-	
Total outstanding dues of creditors other than MSMEs		23,54,39,552		21,64,97,830	
		23,54,39,552		21,64,97,830	
Other current liabilities	9	12,62,44,018		13,16,19,071	
Short-term provisions	10	37,702	48,17,07,402	28,79,889	47,22,01,737
Total			1,22,44,03,148		1,53,91,66,219
II. Assets					
Non-current assets					
Property, plant and equipment					
Tangible assets	11	75,71,54,962		88,95,30,360	
Intangible assets	11	81,774		1,09,033	
Capital work-in-progress		-		-	
Intangible assets under development		-		-	
		75,72,36,736		88,96,39,393	
Non-current investments		-		-	
Long-term loans and advances	12	34,00,960		34,50,960	
Other non-current assets	13	61,94,756	76,68,32,452	8,80,424	89,39,70,777
Current assets					
Current investments	14	20,47,923		1,09,46,722	
Inventories	15	18,21,44,117		37,70,68,925	
Trade receivables	16	11,16,77,711		6,28,41,634	
Cash and bank balances	17	1,20,596		5,73,152	
Short-term loans and advances	18	4,77,83,950		4,77,31,623	
Other current assets	19	11,37,96,399	45,75,70,696	14,60,33,387	64,51,95,443
Total			1,22,44,03,148		1,53,91,66,219
Summary of significant accounting policies	2				
Contingent liabilities and commitments	20				
The accompanying notes are an integral part of the financial statements					
This is the balance sheet referred to in our report of even date		For and on behalf of the Board of Directors,			
For, H. B. Kalaria & Associates					
Chartered Accountants		Ashok Dudhagara		Ankur Jani	
Firm Registration No. 104571W		Chairman		Director	
		DIN: 06604661		DIN: 08005274	
Hardik H. Kalaria		Reena Kanabar		Ashish Dhirajbhai Desai	
Partner		Company Secretary		CFO	
Mem. No. 155474		BQSPK2174E		BQPPC0316K	
Rajkot, July 18, 2020		Rajkot, July 18, 2020			

Angel Fibers Limited
Standalone Statement of Profit and Loss for the period ended March 31, 2020

(in Rs.)			
Particulars	Note	Period ended March 31, 2020	Period ended March 31, 2019
1 Income			
Revenue from operations	21	1,41,94,48,680	1,32,67,62,117
Other income	22	2,72,28,918	4,22,98,024
Total revenue		1,44,66,77,597	1,36,90,60,141
2 Expenses			
Cost of materials consumed	23	1,20,18,75,725	96,61,82,424
Purchase of stock-in-trade	24	52,73,571	13,53,37,505
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	1,36,20,963	(4,42,97,618)
Employee benefit expense	26	1,63,24,489	2,83,06,092
Finance costs	27	5,43,37,723	3,49,24,554
Depreciation and amortisation expense	11	13,58,98,303	11,68,76,744
Other expenses	28	17,25,77,693	11,81,74,160
Total expenses		1,59,99,08,467	1,35,55,03,861
3 Profit/(Loss) before tax		(15,32,30,869)	1,35,56,280
4 Less: Tax expense			
Current tax		(1,15,291)	(23,78,153)
Deferred tax		(67,33,846)	1,05,51,606
5 Profit/(loss) for continuing operations		(14,63,81,732)	53,82,827
6 Profit/(loss) from discontinuing operations (after tax)		-	-
7 Profit/(loss) for the period		(14,63,81,732)	53,82,827
8 Earnings per share (FV Rs. 10 per share)			
Basic	29	(5.86)	0.22
Diluted		(5.86)	0.22

The accompanying notes are an integral part of the financial statements

This is the statement of profit and loss referred to in our report of even date

For and on behalf of the Board of Directors,

For, H. B. Kalaria & Associates

Chartered Accountants
Firm Registration No. 104571W

Ashok Dudhagara
Chairman
DIN: 06604661

Ankur Jani
Director
DIN: 08005274

Hardik H. Kalaria

Partner
Mem. No. 155474

Reena Kanabar
Company Secretary
BQSPK2174E

Ashish Dhirajbhai Desai
CFO
BQPPC0316K

Rajkot, July 18, 2020

Rajkot, July 18, 2020

Angel Fibers Limited
Standalone Cash Flow Statement for the period ended March 31, 2020

(in Rs.)		
Particulars	Period ended March 31, 2020	Period ended March 31, 2019
A. Cash flow from operating activities		
Profit/(Loss) before tax	(15,32,30,869)	1,35,56,280
Adjustments for		
Finance costs	5,43,37,723	3,49,24,554
Depreciation and amortisation costs	13,58,98,303	11,68,76,744
Interest income from non-current investments	(1,41,866)	(4,50,585)
Net gain on sale of current investments	1,51,715	(5,34,719)
Other excess provisions written back	(6,61,224)	-
Bad debts written off	-	3,48,686
Other assets/deposits written off	91,454	-
Subsidy provision written off	2,78,40,705	-
Operating profit/(loss) before working capital changes	6,42,85,940	16,47,20,960
Adjustment for changes in working capital		
Adjustments for (increase)/decrease in operating assets		
Inventories	19,49,24,808	(8,45,43,656)
Trade receivables	(4,88,36,077)	(22,11,863)
Short-term loans and advances	(1,47,207)	5,48,732
Other current assets	42,35,584	(7,07,64,011)
Adjustments for increase/(decrease) in operating liabilities		
Trade payables	1,89,41,723	11,27,52,603
Short-term provisions	35,198	(38,279)
Long-term provisions	(9,261)	90,153
Other current liabilities	46,43,261	(3,55,00,977)
Cash generated from/(used in) operating activities	23,80,73,968	8,50,53,662
Income classified as operating activities		
Direct taxes paid (net of refunds)	(27,93,476)	(99,61,207)
Net cash generated from/(used in) operating activities	23,52,80,492	7,50,92,455
Net cash generated from/(used in) operating activities	23,52,80,492	7,50,92,455
B. Cash flow from investing activities		
Purchase of tangible assets	(1,33,58,541)	(55,76,67,820)
Interest received	3,02,565	19,19,504
Cash and bank balances not classified as cash and cash equivalents	(53,55,786)	70,68,466
Capital advances (net)	1,26,262	4,94,770
Current investments (net)	87,47,084	(85,25,003)
Cash generated from/(used in) investing activities	(95,38,417)	(55,67,10,083)
Direct tax paid (net of refunds)	-	-
Net cash generated from/(used in) investing activities	(95,38,417)	(55,67,10,083)
Net cash generated from/(used in) investing activities	(95,38,417)	(55,67,10,083)

Angel Fibers Limited
Standalone Cash Flow Statement for the period ended March 31, 2020

(in Rs.)

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
C. Cash flow from financing activities		
Proceeds from long-term borrowings	12,53,42,404	63,89,71,940
Repayment of long-term borrowings	(29,59,80,496)	(17,46,04,367)
Proceeds from short-term borrowings	1,36,89,31,203	2,08,53,41,340
Repayment of short-term borrowings	(1,37,01,50,021)	(2,03,43,93,361)
Finance costs paid	(5,43,37,723)	(3,49,24,554)
Cash generated from/(used in) financing activities	(22,61,94,631)	48,03,90,999
Direct taxes paid (net of refunds)	-	-
Net cash generated from/(used in) financing activities	(22,61,94,631)	48,03,90,999
Net cash generated from/(used in) financing activities	(22,61,94,631)	48,03,90,999
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4,52,556)	(12,26,629)
Cash and cash equivalents at the beginning of the period	5,73,152	17,99,781
Cash and cash equivalents at the end of the period	1,20,596	5,73,152

Notes:

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3.
2. Previous year figures have been regrouped and recasted wherever necessary to conform to current year's classification.
3. For composition of cash and cash equivalents, see note 17 of the financial statements.

This is the cash flow statement referred to in our report of even date

For and on behalf of the Board of Directors,

For, H. B. Kalaria & Associates

Chartered Accountants

Firm Registration No. 104571W

Ashok Dudhagara **Ankur Jani**

Chairman

Director

DIN: 06604661

DIN: 08005274

Hardik H. Kalaria

Partner

Mem. No. 155474

Reena Kanabar **Ashish Desai**

Company Secretary CFO

BQSPK2174E

BQPPC0316K

Rajkot, July 18, 2020

Rajkot, July 18, 2020

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

1. General Information

Angel Fibers Limited (the "Company") is engaged in the business of Spinning of cotton yarns. The Company is a public limited company and is listed on the SME platform of BSE.

2. Summary of Significant Accounting Policies

2.1. Basis of Preparation

The standalone financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. The financial statements have been prepared to comply in all material aspects with the accounting standards notified under Companies (Accounts) Rules, 2014, as amended from time to time and other relevant provisions of the Companies Act, 2013 except as stated in the notes below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

2.2. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

2.3. Plant, Property and Equipment and Depreciation

2.3.1. Plant, Property and Equipment

a. Tangible Assets

All tangible assets are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalised until the assets are ready for use and includes freight, duties, taxes and expenses to acquisition and installation.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

b. Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the new disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

2.3.2. Depreciation

a. Tangible Assets

Depreciation is provided on a pro-rata basis on the written-down value method ('WDV') over the useful lives of the assets specified in Schedule II of the Companies Act, 2013.

The following tangible asset classes have a useful life different from the useful life stated in Schedule II of the Companies Act, 2013:

Tangible Asset	Useful life (in years) *
Machinery	16 years

*Based on future projections, the Company has estimated the economic life of these assets as stated above and accordingly these assets have been amortized.

c. Intangible Assets

Intangible Assets are amortized on a written-down value basis over their estimated useful lives.

b. Impairment

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount.

2.4. Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are stated at cost, except where there is a diminution in value (other than temporary) in which case the carrying value is reduced to recognise such a decline. Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

2.5. Inventories

Inventories comprise of raw materials, work-in-progress and finished goods (manufactured and traded). Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. The cost of work-in-progress and manufactured finished goods comprises of materials, direct labour, other direct costs and related production overheads as applicable.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.6. Employee Benefits

a. Defined Contribution Plans

The Company's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made.

b. Defined Benefit Plans

The Company contributes to Defined Benefit Plans comprising of Gratuity Fund and/or Leave Encashment.

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan"), administered by an insurer, covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Leave Encashment The Company provides for leave encashment on actual payment basis only.

c. Short-term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services.

2.7. Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.8. Revenue Recognition

Sale of goods: Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes and excise duties.

Sale of services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method and is recognised net of taxes.

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

Revenue in respect of other types of income is recognised when no significant uncertainty exists regarding realisation of such income.

2.9. Government Grants

Government grants in the nature of revenue receipts are recognised in the Statement of Profit and Loss when there is reasonable certainty of its receipt from the Government in the period to which they relate.

Government grants in the nature of capital receipts are deducted from the cost of assets against which such grants have been recognised. Such grants are recognised when there is reasonable certainty of its receipt from the Government.

2.10. Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit is written down to the extent that there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.11. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

2.12. Borrowing Costs

Borrowing costs, if any, directly attributable to acquisition or construction of qualifying assets (i.e. those fixed assets which necessarily take a substantial period of time to get ready for their intended use) are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

2.13. Deferred Revenue and Unbilled Revenue

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities. Unbilled revenue included in Other Current Assets, represents amounts recognised in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

2.14. Segment Reporting

The Company operates under a single operating segment in accordance with Accounting Standard 17 - 'Segment Reporting' and hence, segment reporting is not applicable to the Company.

2.15. Prior Period Items, Exceptional and Extraordinary Items

The Company follows the practice of making adjustments through 'prior year adjustments' in respect of all material transactions pertaining to the period prior to the current accounting year. The prior period adjustments, if any, are shown by way of notes to financial statements.

Exceptional and Extra Ordinary Items, if any, are shown separately as per applicable accounting standards.

2.16. Earnings per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20.

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

3. Share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Authorised				
2,50,00,000 (2,50,00,000) Equity shares of Rs. 10 each		25,00,00,000		25,00,00,000
Issued, subscribed and paid up				
2,50,00,000 (2,50,00,000) Equity shares of Rs. 10 each		25,00,00,000		25,00,00,000

3.1 Reconciliation of shares outstanding at the beginning and end of the period

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
At the commencement of the period	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
<u>Addition during the period</u>				
Total addition during the period	-	-	-	-
<u>Reduction during the period</u>				
Total reduction during the period	-	-	-	-
At the end of the period	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000

3.2 Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	% holding	No. of shares	% holding
Ashokbhai M. Dudhagara	1,14,62,320	45.85%	1,14,62,320	45.85%
Kantilal G. Savalia	9,00,000	3.60%	9,00,000	3.60%
Parfullaben A. Dudhagara	26,56,360	10.63%	26,56,360	10.63%
Maheshbhai Pansuriya	9,00,000	3.60%	9,00,000	3.60%

3.3 Aggregate no. of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years (or lesser) immediately preceding the reporting date - not applicable

3.4 Rights, preferences and restrictions attached to shares

Equity shares

The Company has one class of equity shares having a face value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

4. Reserves and surplus

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Surplus/(Deficit) in Statement of Profit and Loss				
As per last Balance Sheet	4,43,84,719		3,90,01,892	
Profit/Loss for the period	(14,63,81,732)		53,82,827	
Total		(10,19,97,013)		4,43,84,719

5. Long-term borrowings

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Secured				
<u>Rupee term loans</u>				
from banks	40,42,66,772		48,51,60,739	
		40,42,66,772		48,51,60,739
<u>Loans for assets</u>				
Vehicle loans	22,24,666		29,68,586	
		22,24,666		29,68,586
Unsecured				
<u>Loans and advances from related parties</u>				
from directors/promoters	16,88,91,613		25,77,36,399	
from others	38,55,000		38,55,000	
		17,27,46,613		26,15,91,399
Total		57,92,38,051		74,97,20,724

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

5.1 Terms of repayment, nature of security and rate of interest in case of secured loans

Financier/ Category	Nature of security	Terms of repayment	Personal security of promoters, shareholders, third parties etc.	Rate of interest	Guaranteed by	
					Directors	Others
Term loan from banks	All the immovable properties and movable assets (except current assets and intangible assets) of the Company.	84 monthly instalments	Yes	13.85%	Yes	Yes
Term loan from banks	Plant & machinery and other fixed assets of the Company (excluding FA of unit 2 funded exclusively by SBI)	57 monthly instalments	Yes	12.10%	Yes	Yes
Vehicle loans	Secured against vehicles	36-60 monthly instalments	No	8.15%-8.85%	No	No

5.2 Amount of secured loans outstanding

Secured financier	Outstanding (in Rs.)*	
	As at March 31, 2020	As at March 31, 2019
State Bank of India	45,53,54,836	52,38,62,814
Axis Bank	5,73,88,696	6,97,74,685
HDFC Bank	29,26,152	35,46,487
Sundaram Finance	74,660	3,53,664
Total	51,57,44,344	59,75,37,650

*includes current portion of long-term borrowings, if any. See note 9 of the financial statements.

5.3 Terms of repayment and rate of interest in case of unsecured loans

Financier/ Category	Terms of repayment	Personal security of promoters, shareholders, third parties etc.	Rate of interest	Guaranteed by		Outstanding (in Rs.)*	
				Directors	Others	As at March 31, 2020	As at March 31, 2019
Loans from directors	The tenure for the repayment is not fixed.	No	0.00%	No	No	16,88,91,613	25,77,36,399
Loans from relatives of directors	The tenure for the repayment is not fixed.	No	0.00%	No	No	38,55,000	38,55,000
Total						17,27,46,613	26,15,91,399

*includes current portion of long-term borrowings, if any. See note 9 of the financial statements.

6. Deferred tax liabilities (net)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Deferred tax liabilities on account of timing differences				
Depreciation	1,52,95,734		2,21,94,756	
		1,52,95,734		2,21,94,756
Deferred tax assets on account of timing differences				
Employee benefits	69,102		2,34,277	
		69,102		2,34,277
Total		1,52,26,632		2,19,60,479

6.1 Notes

1. Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

7. Long-term provisions

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Provision for employee benefits		2,28,076		8,98,561
Total		2,28,076		8,98,561

8. Short-term borrowings

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Secured				
Working capital loans from banks		11,99,86,130		12,12,04,947
Total		11,99,86,130		12,12,04,947

8.1 Terms of repayment, nature of security and rate of interest in case of secured loans

Financier/ Category	Nature of security	Terms of repayment	Personal security of promoters, shareholders, third parties etc.	Rate of interest	Guaranteed by	
					Directors	Others
Working capital loans from banks	Secured against the entire current assets of the Company	Repayable on Demand	Yes	11.65%-12.25%	Yes	Yes

8.2 Amount of secured loans outstanding

Secured financier	Outstanding (in Rs.)	
	As at March 31, 2020	As at March 31, 2019
Axis Bank	2,02,53,608	2,02,14,373
State Bank of India	9,97,32,522	10,09,90,574
Total	11,99,86,130	12,12,04,947

9. Other current liabilities

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Current maturities of long-term debt (see note 5)		10,92,52,906		10,94,08,325
Statutory dues (including withholding taxes)		50,90,054		10,55,812
Accrued expenses payable		2,11,000		2,11,000
Advances from customers		19,51,827		1,25,609
Creditors for fixed assets		56,09,373		1,54,72,268
Employee related liabilities		41,28,858		53,46,057
Total		12,62,44,018		13,16,19,071

10. Short-term provisions

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Provision for employee benefits		37,702		2,504
Provision for income-tax (net)		-		28,77,385
Total		37,702		28,79,889

12. Long-term loans and advances

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Unsecured				
Security deposits				
Considered good	34,00,960	34,00,960	34,50,960	34,50,960
Total		34,00,960		34,50,960

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

13. Other non-current assets

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Unsecured				
Long-term deposits with banks having maturity period more than 12 months				
Considered good	61,94,756		8,80,424	
		61,94,756		8,80,424
Total		61,94,756		8,80,424

14. Current investments

Particulars	Face Value (in Rs. except stated otherwise)	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
		Nos.	Nos.	Amount in Rs.	Amount in Rs.
Mutual Funds (At lower of cost or market value) (Unquoted)					
SBI Dual Advantage Fund - Series XXIV	-	1,88,700.00	1,88,700.00	20,47,923	19,95,804
SBI Credit Risk Fund Regular Growth	-	-	2,99,063.53	-	89,50,917
Total				20,47,923	1,09,46,722

14.1 Aggregate value of quoted and unquoted investments

Particulars	As at March 31, 2020		As at March 31, 2019	
	Cost in Rs.	Market value in Rs.	Cost in Rs.	Market value in Rs.
Aggregate value of unquoted investments	20,47,923		1,09,46,722	
Total	20,47,923		1,09,46,722	

15. Inventories

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Raw materials		7,18,19,458		25,31,23,302
Work-in-progress		3,52,48,252		5,89,19,785
Finished goods		6,98,44,146		6,44,15,568
Waste		52,32,262		6,10,270
Total		18,21,44,117		37,70,68,925

15.1 Details of inventories

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Raw materials				
Cotton bales	7,07,43,343		25,20,47,187	
Packing material	10,76,115		10,76,115	
		7,18,19,458		25,31,23,302
Work-in-progress				
Cotton yarn (semi-finished)	3,52,48,252		5,89,19,785	
		3,52,48,252		5,89,19,785
Finished goods				
Cotton yarn	6,98,44,146		6,44,15,568	
		6,98,44,146		6,44,15,568
Other inventories				
Waste	52,32,262		6,10,270	
		52,32,262		6,10,270
Total		18,21,44,117		37,70,68,925

15.2 Notes

1. Inventories have been certified by the management of the Company.

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

16. Trade receivables

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Outstanding for a period exceeding six months from the date they are due for payment				
<u>Unsecured</u>				
Considered good	17,64,837		17,12,961	
	<u>17,64,837</u>		<u>17,12,961</u>	
		17,64,837		17,12,961
Others				
<u>Unsecured</u>				
Considered good	10,99,12,874		6,11,28,673	
	<u>10,99,12,874</u>		<u>6,11,28,673</u>	
		10,99,12,874		6,11,28,673
Total		11,16,77,711		6,28,41,634

17. Cash and bank balances

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Cash and cash equivalents				
<u>Balances with banks</u>				
Other bank balances	2,506		4,234	
	<u>2,506</u>		<u>4,234</u>	
Cash on hand	1,18,090		5,68,918	
		1,20,596		5,73,152
Total		1,20,596		5,73,152

18. Short-term loans and advances

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Unsecured				
<u>Capital advances</u>				
Considered good	-		1,26,262	
	<u>-</u>		<u>1,26,262</u>	
<u>Advances to suppliers</u>				
Considered good	2,69,10,143		95,37,730	
	<u>2,69,10,143</u>		<u>95,37,730</u>	
<u>Loans/Advances to employees</u>				
Considered good	20,000		-	
	<u>20,000</u>		<u>-</u>	
<u>Advances recoverable in cash or in kind or for value to be received</u>				
Considered good	9,59,032		19,52,362	
	<u>9,59,032</u>		<u>19,52,362</u>	
<u>Prepaid expenses</u>				
Considered good	21,89,019		1,07,67,416	
	<u>21,89,019</u>		<u>1,07,67,416</u>	
Others				
<u>Advance tax</u>				
Tax deducted at source	31,381		-	
	<u>31,381</u>		<u>-</u>	
MAT credit entitlement	53,00,600		53,00,600	
CENVAT receivable	-		8,03,973	
Balances with statutory authorities	1,23,73,775		1,92,43,281	
		4,77,83,950		4,77,31,623
Total		4,77,83,950		4,77,31,623

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

19. Other current assets

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Unsecured				
<u>Interest receivable</u>				
Considered good	-		1,60,699	
	-		1,60,699	
Other current assets	11,37,96,399		14,58,72,688	
Total		11,37,96,399		14,60,33,387

19.1 Notes

1. Other current assets includes government grants receivable of Rs. 11,37,96,399 (PY Rs. 13,30,20,406).

20. Contingent liabilities and commitments

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
A. Contingent liabilities				
<u>Other contingent liabilities</u>				
<u>Appeals filed in respect of disputed demands</u>				
<u>Income-tax</u>				
Where the Company is in appeal	10,43,66,600		10,43,66,600	
		10,43,66,600		10,43,66,600

20.1 Notes

Export Obligation under EPCG scheme are under compliation and hence, not disclosed in the above note.

21. Revenue from operations

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Revenue from sale of products	1,41,87,29,766		1,32,67,62,117	
		1,41,87,29,766		1,32,67,62,117
<u>Other operating revenue</u>				
Other misc. operating revenues	7,18,914		-	
		7,18,914		-
Total		1,41,94,48,680		1,32,67,62,117

21.1 Disclosure of categories of products/services

Revenue from products (net of taxes, if any)

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Manufactured (Rs.)	Traded (Rs.)	Manufactured (Rs.)	Traded (Rs.)
Revenue from export sales				
Sub-total (A)	-	-	-	-
Revenue from domestic sales				
<u>Finished goods</u>				
Cotton yarn	1,15,69,61,957	-	1,08,66,07,347	-
Wax scrap	-	-	18,180	-
<u>Stock-in-trade</u>				
Cotton yarn	-	52,68,439	-	13,40,11,144
<u>Raw materials</u>				
Cotton bales	-	21,41,28,375	-	3,04,52,127
Waste	4,71,12,593	-	7,68,81,223	-
Sub-total (B)	1,20,40,74,550	21,93,96,814	1,16,35,06,750	16,44,63,271
Total (A)+(B)	1,20,40,74,550	21,93,96,814	1,16,35,06,750	16,44,63,271
Total gross sales (export + domestic)		1,42,34,71,364		1,32,79,70,021
Less: Discounts/Rebates on sale of products		36,87,928		9,68,117
Less: Other allowances and deductions from sale of products		10,53,670		2,39,788
Revenue from sale of products		1,41,87,29,766		1,32,67,62,117

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

22. Other income

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
<u>Interest income</u>				
From non-current sources	1,41,866		4,50,585	
		1,41,866		4,50,585
<u>Net gain/(loss) on sale of investments</u>				
Classified as current	(1,51,715)		5,34,719	
		(1,51,715)		5,34,719
<u>Other non-operating income</u>				
Income from government grants/subsidies	2,64,71,011		4,10,96,413	
Other excess provisions written back	6,61,224		-	
Misc. other non-operating income	1,06,531		2,16,308	
		2,72,38,767		4,13,12,721
Total		2,72,28,918		4,22,98,024

23. Cost of materials consumed

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Opening inventory		25,31,23,302		21,28,77,264
Add: Purchases (net)		1,02,05,71,880		1,00,64,28,462
Less: Closing inventory		7,18,19,458		25,31,23,302
Total		1,20,18,75,725		96,61,82,424

23.1 Materials consumed consist of

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Cotton bales		1,18,64,12,806		95,04,68,858
Packing material		1,54,62,918		1,57,13,565
Total		1,20,18,75,725		96,61,82,424

24. Purchase of stock-in-trade

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Stock-in-trade		52,73,571		13,53,37,505
Total		52,73,571		13,53,37,505

24.1 Purchase of stock-in-trade consists of

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Cotton yarn		52,73,571		13,49,17,314
Cotton waste		-		4,20,191
Total		52,73,571		13,53,37,505

25. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Opening inventory				
Finished goods	6,44,15,568		5,21,78,308	
Work-in-progress	5,89,19,785		1,47,59,100	
Other inventories	6,10,270		1,27,10,597	
		12,39,45,623		7,96,48,005
Closing inventory				
Finished goods	6,98,44,146		6,44,15,568	
Work-in-progress	3,52,48,252		5,89,19,785	
Other inventories	52,32,262		6,10,270	
		11,03,24,659		12,39,45,623
Total		1,36,20,963		(4,42,97,618)

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

26. Employee benefit expense

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Salaries and wages		1,60,97,485		2,79,36,275
Contribution to provident fund and other funds		1,80,180		2,94,981
Contribution to gratuity fund		25,937		51,874
Staff welfare expenses		20,887		22,962
Total		1,63,24,489		2,83,06,092

27. Finance costs

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Interest expense				
<u>On long-term loans</u>				
from banks	3,62,25,571		1,77,04,359	
from others	-		27,000	
	<u>3,62,25,571</u>		<u>1,77,31,359</u>	
<u>On short-term loans</u>				
from banks	1,48,83,836		1,18,55,309	
	<u>1,48,83,836</u>		<u>1,18,55,309</u>	
On other borrowings and/or late payments	<u>9,29,004</u>		<u>25,22,010</u>	
Other borrowing costs		5,20,38,412		3,21,08,678
		<u>22,99,311</u>		<u>28,15,876</u>
Total		5,43,37,723		3,49,24,554

27.1 Notes

An amount of Rs. 3,81,70,558 (P.Y. Rs. 4,05,39,931) has been adjusted under interest expense on long-term loans from banks on account of interest subsidy income recognised during the reporting period.

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

28. Other expenses

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Consumption of stores and spares		46,19,567		94,93,431
Processing/Jobwork charges		84,914		-
Power and fuel		5,03,130		5,00,513
Electricity expense		12,58,01,130		9,85,37,759
Rent expense		85,000		1,02,000
<u>Repairs and maintenance</u>				
Buildings	2,57,752		10,01,509	
Plant and machinery	17,530		92,465	
		2,75,282		10,93,974
Insurance		12,90,750		6,50,439
Rates and taxes		8,03,973		1,03,924
Subscription and membership fees		-		42,008
Telephone and postage		1,60,769		1,51,110
Printing and stationery		96,417		1,76,568
Donations and related subscriptions		-		6,000
Registration and filing fees		1,34,775		74,625
Legal and professional charges		11,69,990		20,60,940
Custodial fees		75,000		1,50,000
Bank charges		15,46,778		2,33,676
Travelling and conveyance		6,82,013		2,01,567
Catering and canteen expenses		3,89,477		4,35,075
Vehicle running expenses		1,34,229		1,85,801
Information technology expenses		-		28,003
<u>Payment to auditors</u>				
Audit services	1,26,600		1,26,600	
Taxation matters	42,200		42,200	
Company law matters	42,200		42,200	
		2,11,000		2,11,000
Payments for technical services		76,250		1,86,123
Advertising and sales promotion expenses		9,953		30,400
Commission to selling agents (other than sole selling agents)		9,98,075		3,51,207
Transportation and distribution expenses		47,72,224		14,50,779
Loading and unloading costs		1,10,857		3,38,150
Bad debts written off	-		3,48,686	
		-		3,48,686
Other assets/deposits written off	91,454		-	
		91,454		-
Subsidy provision written off		2,78,40,705		-
Miscellaneous expenses		6,13,982		10,30,403
Total		17,25,77,693		11,81,74,160

28.1 Notes

Power and fuel expense is net of power tariff subsidy income recognised during the reporting period of Rs. 2,04,70,577 (PY Rs. 1,72,59,653).

29. Earnings per share

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
Net profit/(loss) for basic EPS calculation (in Rs.)	(14,63,81,732)	53,82,827
Weighted average no. of equity shares for basic EPS	2,50,00,000	2,50,00,000
Basic EPS (in Rs. per share)	(5.86)	0.22
Basic EPS from continuing operations (in Rs. per share)	(5.86)	0.22
Diluted EPS (in Rs. per share)	(5.86)	0.22
Diluted EPS from continuing operations (in Rs. per share)	(5.86)	0.22

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

30. Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	%	Amount in Rs.	%
Materials consumed				
Imported	-	0.00%	-	0.00%
Indigenous	1,20,18,75,725	100.00%	96,61,82,424	100.00%
	1,20,18,75,725	100.00%	96,61,82,424	100.00%
Stores and spares consumed				
Imported	-	0.00%	-	0.00%
Indigenous	46,19,567	100.00%	94,93,431	100.00%
	46,19,567	100.00%	94,93,431	100.00%

31. Disclosures as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under

The Company has requested its suppliers to give information about their status as Micro, Small or Medium Enterprises as defined under the MSMED Act, 2006. In absence of this information, the Company is unable to provide the details regarding the over dues to such enterprises.

32. Related party transactions

32.1 List of related parties

Other related parties where common control exists

Akshar Cotton Industries
Redren Energy Private Limited #
Raison Bio-Tech Private Limited #
Sanvi Spinning Mill Private Limited #
Taxation House Private Limited #
Vraj Cattle Feed Private Limited #

Key Management Personnel ("KMP") and their relatives

Whole-time directors ("WTDs")/Executive directors etc.

Ashok Mavjibhai Dudhagara
Nirav Bhupatbhai Baldha #
Prafullaben A. Dudhagara
Ankur Bakulesh Jani
Ketanbhai Ramnikbhai Vadaliya #

Other KMPs and their relatives

Kuldeep Parsottambhai Dudhagara #
Parshottambhai Dudhagara #
Reena Jayantilal Kanabar #
Paraskumar Chovatiya #
Jitendra Gopalbhai Raiyani #
Rameshkumar Jivrajbhai Ranipa #
Hiteshkumar Chhaganbhai Chaniyara #
Meraman Bhimsibhai Bhatu #
Rohankumar Jitendra Raiyani #
Jyoti Jashvantray Kataria #
Pankaj Becharbhai Bhimani #
Ashish Dhirajbhai Desai #
Bharatiben B. Jani #

There are no transactions during the year with the above entities

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

32.2 Details of transactions with related parties

(in Rs.)

Details of transactions	Subsidiaries/JCEs/Ass o./ Controlling		Other related parties		Key Management Personnel and		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Purchase of goods								
Akshar Cotton Industries	-	-	-	13,88,11,958	-	-	-	13,88,11,958
Total	-	-	-	13,88,11,958	-	-	-	13,88,11,958
Revenue from sale of goods								
Akshar Cotton Industries	7,84,47,268	-	-	-	-	-	7,84,47,268	-
Total	7,84,47,268	-	-	-	-	-	7,84,47,268	-
Loans/Advances accepted								
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	4,40,87,400	14,73,23,179	4,40,87,400	14,73,23,179
Ankur Bakulesh Jani	-	-	-	-	15,00,000	4,10,96,000	15,00,000	4,10,96,000
Bharatiben B. Jani	-	-	-	-	-	10,00,000	-	10,00,000
Prafullaben A. Dudhagara	-	-	-	-	45,00,000	2,25,75,000	45,00,000	2,25,75,000
Total	-	-	-	-	5,00,87,400	21,19,94,179	5,00,87,400	21,19,94,179
Accepted loans/advances repaid								
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	3,94,04,186	93,44,796	3,94,04,186	93,44,796
Ankur Bakulesh Jani	-	-	-	-	3,88,28,000	31,00,000	3,88,28,000	31,00,000
Kuldeep Parsottambhai Dudhagara	-	-	-	-	-	17,22,900	-	17,22,900
Parshottambhai Dudhagara	-	-	-	-	-	30,09,976	-	30,09,976
Prafullaben A. Dudhagara	-	-	-	-	6,07,00,000	27,00,000	6,07,00,000	27,00,000
Total	-	-	-	-	13,89,32,186	1,98,77,672	13,89,32,186	1,98,77,672
Remuneration to KMPs								
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	2,00,000	12,00,000	2,00,000	12,00,000
Total	-	-	-	-	2,00,000	12,00,000	2,00,000	12,00,000

32.3 Details of account balances with related parties

(in Rs.)

Account balances	Subsidiaries/JCEs/Asso./ Controlling		Other related parties		Key Management Personnel and relatives		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Loans from related parties								
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	16,77,56,703	16,30,73,489	16,77,56,703	16,30,73,489
Prafullaben A. Dudhagara	-	-	-	-	4,66,910	5,66,66,910	4,66,910	5,66,66,910
Ankur Bakulesh Jani	-	-	-	-	6,68,000	3,79,96,000	6,68,000	3,79,96,000
Bharatiben B. Jani	-	-	-	-	38,55,000	38,55,000	38,55,000	38,55,000
Total	-	-	-	-	17,27,46,613	26,15,91,399	17,27,46,613	26,15,91,399
Remuneration payable to KMPs								
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	-	4,80,000	-	4,80,000
Total	-	-	-	-	-	4,80,000	-	4,80,000
Advance to Suppliers								
Akshar Cotton Industries	-	-	-	90,73,719	-	-	-	90,73,719
Total	-	-	-	90,73,719	-	-	-	90,73,719

33. Segment reporting

The Company operates under a single segment "Spinning of Cotton Yarn" and hence, segment reporting is not applicable to the Company as per AS-17.

34. Employee benefits

1. In case of funded schemes, the funds are recognized by the Income tax authorities and administered through trustees. The Company's defined contribution plans are Provident Fund (in case of certain employees), (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952). The Company has no further obligation beyond making the contributions to such plans. The Company's defined benefit plans includes Gratuity only.

2. The Company provides for leave encashment on actual payment basis only.

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

34.1 Change in defined benefit obligation

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Gratuity (Non-funded)				
Present value of defined benefit obligation as at the beginning of the period		9,01,065		8,49,191
Current service cost		2,68,207		3,73,402
Interest cost		70,185		65,388
Actuarial (gain)/loss		(9,73,679)		(3,86,916)
Present value of defined benefit obligation as at the end of the period		2,65,778		9,01,065

34.2 Changes in fair value of plan assets

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Gratuity (Non-funded)				

34.3 Reconciliation of present value of defined benefit obligation and fair value of plan assets

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Gratuity (Non-funded)				
Present value of funded obligation as at the end of the year		2,65,778		9,01,065
Unfunded liability/(assets) recognised in the balance sheet		2,65,778		9,01,065
Liability recognised under				
Long-term provisions (see note 7)		2,28,076		8,98,561
Short-term provisions (see note 10)		37,702		2,504

34.4 Reconciliation of present value of defined benefit obligation and fair value of plan assets

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Gratuity (Non-funded)				
Current service cost		2,68,207		3,73,402
Interest cost		70,185		65,388
Net actuarial (gain)/loss		(9,73,679)		(3,86,916)
Total expense/(income) recognised in the Statement of Profit and Loss		(6,35,287)		51,874

34.5 Principal actuarial assumptions used

Particulars	As at March 31, 2020		As at March 31, 2019	
		%		%
Gratuity (Non-funded)				
Discount rate (per annum)		6.25%		7.80%
Expected rate of increase in salaries		7.00%		7.00%

34.6 Amounts recognised in the current period and four previous periods

Particulars	(in Rs.)				
	As at March, 31 2020	As at March, 31 2019	As at March, 31 2018	As at March, 31 2017	As at March, 31 2016
Gratuity (Non-funded)					
Defined benefit obligation	2,65,778	9,01,065	8,49,191	-	-
Deficit/(Surplus)	2,65,778	9,01,065	8,49,191	-	-
Experience adjustment on plan liabilities loss/(gain)	(9,74,230)	(3,74,427)	(7,07,421)	-	-
Experience adjustment on plan assets gain/(loss)	551	(12,489)	-	-	-

Angel Fibers Limited
Notes to Standalone Financial Statements for the period ended March 31, 2020

34.7 Contribution to defined contribution plans

Particulars	Period ended March 31, 2020		Period ended March 31, 2019	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Provident Fund		1,80,180		2,94,981
Total		1,80,180		2,94,981

35. Other Notes

1. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

Signature to notes 1 to 35 of the financial statements.

For, H. B. Kalaria & Associates
Chartered Accountants
Firm Registration No. 104571W

For and on behalf of the Board of Directors,

Ashok Dudhagara
Chairman
DIN: 06604661

Ankur Jani
Director
DIN: 08005274

Hardik H. Kalaria
Partner
Mem. No. 155474

Reena Kanabar
Company Secretary
BQSPK2174E

Ashish Dhirajbhai Desai
CFO
BQPPC0316K

Rajkot, July 18, 2020

Rajkot, July 18, 2020

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

11. Property, plant and equipment

Particulars	Gross Block				Depreciation/Amortization				Net Block			
	Opening as at 01/04/2019	Additions	Deductions	Other adjustments	As at 31/03/2020	Opening as at 01/04/2019	Depreciation/ Amortization	Deductions	Other adjustments	As at 31/03/2020	As at 31/03/2020	As at 31/03/2019
Tangible assets												
Land												
Freehold	68,47,000	-	-	-	68,47,000	-	-	-	-	-	68,47,000	68,47,000
<i>Sub-total</i>	<i>68,47,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>68,47,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>68,47,000</i>	<i>68,47,000</i>
Buildings												
Owned	26,89,85,267	22,920	-	-	26,90,08,187	4,35,30,920	2,14,18,163	-	-	6,49,49,083	20,40,59,104	22,54,54,347
<i>Sub-total</i>	<i>26,89,85,267</i>	<i>22,920</i>	<i>-</i>	<i>-</i>	<i>26,90,08,187</i>	<i>4,35,30,920</i>	<i>2,14,18,163</i>	<i>-</i>	<i>-</i>	<i>6,49,49,083</i>	<i>20,40,59,104</i>	<i>22,54,54,347</i>
Plant and equipment												
Owned	91,54,06,669	34,50,760	-	-	91,88,57,429	27,91,98,481	10,86,05,309	-	-	38,78,03,791	53,10,53,638	63,62,08,187
<i>Sub-total</i>	<i>91,54,06,669</i>	<i>34,50,760</i>	<i>-</i>	<i>-</i>	<i>91,88,57,429</i>	<i>27,91,98,481</i>	<i>10,86,05,309</i>	<i>-</i>	<i>-</i>	<i>38,78,03,791</i>	<i>53,10,53,638</i>	<i>63,62,08,187</i>
Furniture and fixtures												
Owned	4,06,01,618	-	-	-	4,06,01,618	2,46,39,497	41,32,593	-	-	2,87,72,090	1,18,29,528	1,59,62,121
<i>Sub-total</i>	<i>4,06,01,618</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>4,06,01,618</i>	<i>2,46,39,497</i>	<i>41,32,593</i>	<i>-</i>	<i>-</i>	<i>2,87,72,090</i>	<i>1,18,29,528</i>	<i>1,59,62,121</i>
Motor vehicles												
Owned	63,56,546	-	-	-	63,56,546	20,72,463	13,37,919	-	-	34,10,382	29,46,164	42,84,083
<i>Sub-total</i>	<i>63,56,546</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>63,56,546</i>	<i>20,72,463</i>	<i>13,37,919</i>	<i>-</i>	<i>-</i>	<i>34,10,382</i>	<i>29,46,164</i>	<i>42,84,083</i>
Computer equipment												
Owned	16,27,155	21,966	-	-	16,49,121	15,30,287	71,596	-	-	16,01,884	47,237	96,868
<i>Sub-total</i>	<i>16,27,155</i>	<i>21,966</i>	<i>-</i>	<i>-</i>	<i>16,49,121</i>	<i>15,30,287</i>	<i>71,596</i>	<i>-</i>	<i>-</i>	<i>16,01,884</i>	<i>47,237</i>	<i>96,868</i>
Office equipment												
Owned	23,58,262	-	-	-	23,58,262	16,80,508	3,05,464	-	-	19,85,971	3,72,291	6,77,754
<i>Sub-total</i>	<i>23,58,262</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>23,58,262</i>	<i>16,80,508</i>	<i>3,05,464</i>	<i>-</i>	<i>-</i>	<i>19,85,971</i>	<i>3,72,291</i>	<i>6,77,754</i>
Total (I)	1,24,21,82,517	34,95,646	-	-	1,24,56,78,163	35,26,52,157	13,58,71,045	-	-	48,85,23,201	75,71,54,962	88,95,30,360
Intangible assets												
Computer software												
Acquired	1,50,000	-	-	-	1,50,000	40,967	27,258	-	-	68,226	81,774	1,09,033
<i>Sub-total</i>	<i>1,50,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>1,50,000</i>	<i>40,967</i>	<i>27,258</i>	<i>-</i>	<i>-</i>	<i>68,226</i>	<i>81,774</i>	<i>1,09,033</i>
Total (II)	1,50,000	-	-	-	1,50,000	40,967	27,258	-	-	68,226	81,774	1,09,033
Grand total (I)+(II)	1,24,23,32,517	34,95,646	-	-	1,24,58,28,163	35,26,93,124	13,58,98,303	-	-	48,85,91,427	75,72,36,736	88,96,39,393

Angel Fibers Limited

Notes to Standalone Financial Statements for the period ended March 31, 2020

11A. Property, plant and equipment

Particulars	Gross Block				Depreciation/Amortization				Net Block			
	Opening as at 01/04/2018	Additions	Deductions	Other adjustments	As at 31/03/2019	Opening as at 01/04/2018	Depreciation/ Amortization	Deductions	Other adjustments	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Tangible assets												
Land												
Freehold	68,47,000	-	-	-	68,47,000	-	-	-	-	-	68,47,000	68,47,000
<i>Sub-total</i>	<i>68,47,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>68,47,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>68,47,000</i>	<i>68,47,000</i>
Buildings												
Owned	15,83,41,684	11,06,43,583	-	-	26,89,85,267	2,77,36,138	1,57,94,782	-	-	4,35,30,920	22,54,54,347	13,06,05,546
<i>Sub-total</i>	<i>15,83,41,684</i>	<i>11,06,43,583</i>	<i>-</i>	<i>-</i>	<i>26,89,85,267</i>	<i>2,77,36,138</i>	<i>1,57,94,782</i>	<i>-</i>	<i>-</i>	<i>4,35,30,920</i>	<i>22,54,54,347</i>	<i>13,06,05,546</i>
Plant and equipment												
Owned	48,42,71,805	43,11,34,864	-	-	91,54,06,669	18,50,77,323	9,41,21,159	-	-	27,91,98,481	63,62,08,187	29,91,94,482
<i>Sub-total</i>	<i>48,42,71,805</i>	<i>43,11,34,864</i>	<i>-</i>	<i>-</i>	<i>91,54,06,669</i>	<i>18,50,77,323</i>	<i>9,41,21,159</i>	<i>-</i>	<i>-</i>	<i>27,91,98,481</i>	<i>63,62,08,187</i>	<i>29,91,94,482</i>
Furniture and fixtures												
Owned	4,06,01,618	-	-	-	4,06,01,618	1,90,63,201	55,76,296	-	-	2,46,39,497	1,59,62,121	2,15,38,417
<i>Sub-total</i>	<i>4,06,01,618</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>4,06,01,618</i>	<i>1,90,63,201</i>	<i>55,76,296</i>	<i>-</i>	<i>-</i>	<i>2,46,39,497</i>	<i>1,59,62,121</i>	<i>2,15,38,417</i>
Motor vehicles												
Owned	23,96,450	39,60,096	-	-	63,56,546	11,81,351	8,91,112	-	-	20,72,463	42,84,083	12,15,099
<i>Sub-total</i>	<i>23,96,450</i>	<i>39,60,096</i>	<i>-</i>	<i>-</i>	<i>63,56,546</i>	<i>11,81,351</i>	<i>8,91,112</i>	<i>-</i>	<i>-</i>	<i>20,72,463</i>	<i>42,84,083</i>	<i>12,15,099</i>
Computer equipment												
Owned	15,83,655	43,500	-	-	16,27,155	14,01,605	1,28,683	-	-	15,30,287	96,868	1,82,050
<i>Sub-total</i>	<i>15,83,655</i>	<i>43,500</i>	<i>-</i>	<i>-</i>	<i>16,27,155</i>	<i>14,01,605</i>	<i>1,28,683</i>	<i>-</i>	<i>-</i>	<i>15,30,287</i>	<i>96,868</i>	<i>1,82,050</i>
Office equipment												
Owned	19,14,922	4,43,340	-	-	23,58,262	13,52,139	3,28,368	-	-	16,80,508	6,77,754	5,62,783
<i>Sub-total</i>	<i>19,14,922</i>	<i>4,43,340</i>	<i>-</i>	<i>-</i>	<i>23,58,262</i>	<i>13,52,139</i>	<i>3,28,368</i>	<i>-</i>	<i>-</i>	<i>16,80,508</i>	<i>6,77,754</i>	<i>5,62,783</i>
Total (I)	69,59,57,133	54,62,25,383	-	-	1,24,21,82,517	23,58,11,757	11,68,40,400	-	-	35,26,52,157	88,95,30,360	46,01,45,377
Intangible assets												
Computer software												
Acquired	1,50,000	-	-	-	1,50,000	4,623	36,344	-	-	40,967	1,09,033	1,45,377
<i>Sub-total</i>	<i>1,50,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>1,50,000</i>	<i>4,623</i>	<i>36,344</i>	<i>-</i>	<i>-</i>	<i>40,967</i>	<i>1,09,033</i>	<i>1,45,377</i>
Total (II)	1,50,000	-	-	-	1,50,000	4,623	36,344	-	-	40,967	1,09,033	1,45,377
Grand total (I)+(II)	69,61,07,133	54,62,25,383	-	-	1,24,23,32,517	23,58,16,380	11,68,76,744	-	-	35,26,93,124	88,96,39,393	46,02,90,753

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 7TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANGEL FIBERS LIMITED WILL BE HELD ON 24TH DAY OF SEPTEMBER, 2020 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES

1. **To receive, consider and adopt the Audited Financial Statements for the financial year Ended on 31st March, 2020, together with the Directors and Auditors Report.**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

“RESOLVED THAT the audited financial statement of the Company for the financial year ended on 31st March, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. **To reappoint Mr. Ankur Bakulesh Jani (DIN: 08005274), who retires by rotation and being eligible offers himself for re-appointment.**

Explanation: Based on the terms of appointment, office of executive directors and the non-executive & non independent directors are subject to retirement by rotation Mr. Ankur Bakulesh Jani (DIN: 08005274), who was appointed on November 29, 2017 and whose office is liable to retire by rotation at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment. Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary resolution:-

“RESOLVED THAT Mr. Ankur Bakulesh Jani (DIN: 08005274), who Retires by Rotation in terms of section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as non-executive director of the company whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESSES

3. **APPOINTMENT CUM RE-DESIGNATION OF MR. RAMESHKUMAR JIVRAJBHAI RANIPA AS WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY**

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

“RESOLVED THAT in accordance with the provisions of Sections 160, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), who was appointed as an Additional Non-Executive Director with effect from 8th May, 2020 by the Board of Directors of the Company through circular resolution in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and whose candidature is recommended by Nomination and Remuneration Committee constituted under sub-section (1) of section 178, be and is hereby appointed, as Whole Time Director & Chairman of the Company liable for retirement by rotations, for a period of 5 (Five) years with effect from September 25, 2020 on the terms and conditions as set out in the explanatory statement attached hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532).”

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“**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) as a Whole Time Director & Chairman will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532).”

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. REGULARISATION CUM APPOINTMENT OF MR. JITENDRA GOPALBHAI RAIYANI AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Sections 152, 160, and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527), who was appointed as an Additional Non-Executive Director with effect from August, 6 2020 by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and whose candidature is recommended by Nomination and Remuneration Committee constituted under sub-section (1) of section 178, be and is hereby appointed as Non-Executive Non Independent Director of the Company liable for retirement by rotation.”

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms/ documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. APPOINTMENT CUM RE-DESIGNATION OF MR. PANKAJ BECHARBHAI BHIMANI AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Sections 160, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), who was appointed as an Additional Director with effect from August 6, 2020 by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013, who holds office up to the date of this Annual General Meeting and whose candidature is recommended by Nomination and Remuneration Committee constituted under sub-section (1) of section 178, be and is hereby appointed, as Whole Time Director of the Company, liable for retirement by rotations, for a period of 5 (Five) years with effect from September 25, 2020 subject to approval of shareholders in the ensuing Annual General Meeting and on the terms and conditions as set out in the explanatory statement attached hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741).

“**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as a Whole Time Director will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741).

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

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6. APPOINTMENT CUM RE-DESIGNATION OF MR. ROHANKUMAR JITENDRA RAIYANI AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 160, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) who was appointed by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 in their meeting held on August 6, 2020 to hold office up to the date of this Annual General Meeting and whose candidature is recommended by Nomination and Remuneration Committee constituted under sub-section (1) of section 178, be and is hereby appointed as Managing Director of the Company liable for retirement by rotations, for a period of 5 (Five) years with effect from September 25, 2020 and on the terms and conditions as set out in the explanatory statement attached hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726).

“RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as a Managing Director will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726).

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

7. REGULARISATION CUM APPOINTMENT OF MR. HITESHKUMAR CHHAGANBHAI CHANIYARA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Hiteshkumar Chhaganbhai Chaniyara (DIN: 08814531), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 29th July, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 28th July, 2025, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Hiteshkumar Chhaganbhai Chaniyara (DIN: 08814531) and filing of other necessary forms and documents with the Registrar of Companies.”

8. REGULARISATION CUM APPOINTMENT OF MR. MERAMAN BHIMSIBHAI BHATU AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Meraman Bhimsibhai Bhatu (DIN: 08814715), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 29th July, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 28th July, 2025, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Meraman Bhimsibhai Bhatu (DIN: 08814715) and filing of other necessary forms and documents with the Registrar of Companies.”

9. REGULARISATION OF ADDITIONAL DIRECTOR, MS. JYOTI JASHVANTRAY KATARIA BY APPOINTING HER AS NON-EXECUTIVE WOMEN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), MS. Jyoti Jashvantray Kataria (DIN: 08817525), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 30th July, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that she is not disqualified to become the Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Women Independent Director of the Company for a period up to 29th July, 2025, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Ms. Jyoti Jashvantray Kataria (DIN: 08817525) and filing of other necessary forms and documents with the Registrar of Companies.”

10. SHIFTING OF REGISTERED OFFICE FROM ONE DISTRICT TO ANOTHER DISTRICT (WITHIN THE JURISDICTION OF ROC)

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

“RESOLVED THAT Pursuant to Provisions of section 12 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions (including any statutory modifications or re-enactment thereof for the time being in force) the Registered office of the company be and is hereby shifted from its present location at Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot GJ 360005 to **Survey no.100/1, Plot No.1, Haripar – 361112, Jamnagar, Gujarat, India.**”

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms and documents with the Registrar of Companies.”

11. APPROVAL OF REMUNERATION OF COST AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms and documents with the Registrar of Companies.”

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IMPORTANT NOTES

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 7th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.angelfibers.com. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to rupalimiyabazaz@yahoo.in with copies marked to the Company at cs@angelfibers.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.angelfibers.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@angelfibers.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@angelfibers.com.
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt Ltd Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059, by following the due procedure.
 - (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent,

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Accurate Securities & Registry Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

9. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@angelfibers.com on or before September 18, 2020 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
13. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
 - ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 18, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 18, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on 9:00 A.M. on Monday, September 21, 2020 and will end on 5:00 P.M. on Wednesday, September 23, 2020 During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 18, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. 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. Friday, September 18, 2020.
 - vii. The Company has appointed CS Rupali Pratik Sanghi, Practicing Company Secretary (Membership No. ACS: 32324; CP No: 14452), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 9:00 A.M. on Monday, September 21, 2020 and will end on 5:00 P.M. on Wednesday, September 23, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1. Log-in to NSDL e-Voting system at www.evoting.nsdl.com.

Step 2. Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, you can send a request at evoting@nsdl.co.in or atcs@angelfibers.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

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- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to rupalimiyabazaz@yahoo.in with copies marked to the Company at cs@angelfibers.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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CONTACT DETAILS

Company	ANGEL FIBERS LIMITED Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot-360005, Gujarat, India. Tel No. +91 9904399443; Email: cs@angelfibers.com ; Web: www.angelfibers.com
Registrar and Transfer Agent	Bigshare Services Pvt Ltd Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059 Tel No.:+91-7045770080/022 – 62638200; Email: vinayak@bigshareonline.com ; Web: www.bigshareonline.com
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	Ms. Rupali Pratik Sanghi Email: rupalimiyabazaz@yahoo.in ; Contact No.: 9099611111

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@angelfibers.com. The same will be replied by the company suitably.

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ANNEXURE TO THE NOTICE DATED AUGUST 31, 2020

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

Name of Director	Mr. Ankur Bakulesh Jani (DIN: 08005274)
Date of Birth	August 16, 1995
Date of Initial Appointment	November 29, 2017
Date of Appointment (at current term)	January 03, 2018
Educational Qualifications	Graduation
Expertise in specific functional areas - Job profile and suitability	Mr. Ankur Bakulesh Jani has more than 3 years of experience in the current company and wide knowledge in banking and finance sector.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	4,99,320 equity shares
Inter-se Relationship with other Directors	N.A

Name of Director	Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)
Date of Birth	April 21, 1971
Date of Initial Appointment	May 08, 2020
Date of Appointment (at current term)	Appointed cum re-designated as Whole -Time Director and Chairman in Board Meeting held on August 31, 2020 subject to approval of Shareholders in the ensuing Annual General Meeting.
Educational Qualifications	S.S.C
Expertise in specific functional areas - Job profile and suitability	He is a director in two private limited company, one of which is also a spinning mill and he is having expertise in the field of marketing and management.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	1. Sanvi Spinning Mill Private Limited CIN - U17291GJ2015PTC082662 2. Redstone Granito Private Limited CIN - U26914GJ2010PTC063247
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	1,02,54,540 equity shares
Inter-se Relationship with other Directors	Mr. Rameshkumar Jivrajbhai Ranipa is father-in-law of Mr. Rohankumar Raiyani

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Name of Director	Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527)
Date of Birth	June 1, 1969
Date of Initial Appointment	August 06, 2020
Date of Appointment (at current term)	Proposed for regularization cum Appointment as Non-Executive Director in the ensuing Annual General Meeting.
Educational Qualifications	S.S.C
Expertise in specific functional areas - Job profile and suitability	He is director in 2 other private limited companies and therefore having wide experience of 15 years in sales and marketing. He is also showing accounting related issues in that companies from last 10 years. Moreover he was engaged in agricultural field in the initial stage of his career and base product of the company is agro product only, therefore this experience is useful for company.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	1. Redren Energy Private Limited CIN - U40106GJ2006PTC049654 2. Raison Bio-Tech Private Limited CIN - U27310GJ2006PTC048496
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	29,19,000 equity shares
Inter-se Relationship with other Directors	Mr. Jitendrabhai Gopalbhai Raiyani is father of Mr. Rohankumar Raiyani

Name of Director	Mr. Pankaj Becharbhai Bhimani (DIN: 08818741)
Date of Birth	November 22, 1981
Date of Initial Appointment	August 06, 2020
Date of Appointment (at current term)	Appointed cum re-designated as Whole -Time Director in Board Meeting held on August 31, 2020 subject to approval of Shareholders in the ensuing Annual General Meeting.
Educational Qualifications	Graduation
Expertise in specific functional areas - Job profile and suitability	He is a partner in Murlidhar Tractors (partnership firm) since last 20 years and hence having wide experience in sales and market research.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Mr. Pankajbhai Becharbhai Bhimani is cousin brother of Mr. Rameshbhai Ranipa.

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Name of Director	Mr. Rohankumar Jitendra Raiyani (DIN: 08814726)
Date of Birth	August 31 , 1995
Date of Initial Appointment	August 06, 2020
Date of Appointment (at current term)	Appointed cum re-designated as Managing Director in Board Meeting held on August 31, 2020 subject to approval of Shareholders in the ensuing Annual General Meeting.
Educational Qualifications	Masters in Management from Canada
Expertise in specific functional areas - Job profile and suitability	He recently completed his education from Lambton Collage, Toronto, Canada and achieved degree in “advance project management and strategic leadership.” Hence he is the highest qualified person for the management of affairs of the company.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Mr. Rohankumar Jitendrabha Raiyani is son of Mr. Jitendrabhai Raiyani and son-in-law of Mr. Rameshbhai Ranipa.

Name of Director	Mr. Hiteshkumar ChhaganbhaiChaniyara (DIN: 08814531)
Date of Birth	January 1, 1987
Date of Initial Appointment	July 27, 2020
Date of Appointment (at current term)	Proposed for regulariazation cum Appointment as Independent Director in the ensuing Annual General Meeting.
Educational Qualifications	H.S.C
Expertise in specific functional areas - Job profile and suitability	He is partner in H.K. PATEL & ASSOCIATES, account consultancy firm. He has huge knowledge of accountancy with 12 years of experience.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

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Name of Director	Mr. Meraman Bhimsibhai Bhatu (DIN: 08814715)
Date of Birth	June 30, 1974
Date of Initial Appointment	July 27, 2020
Date of Appointment (at current term)	Proposed for regularization cum appointment in the ensuing Annual General Meeting
Educational Qualifications	Graduation
Expertise in specific functional areas - Job profile and suitability	He has hotel business and therefore he has skill of staff and general management. He is also engaged in agricultural activity and hence having huge knowledge of cotton crop, which is our main raw material.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

Name of Director	Ms. Jyoti Jashvantray Kataria (DIN: 08817525)
Date of Birth	October 2, 1968
Date of Initial Appointment	July 27, 2020
Date of Appointment (at current term)	Proposed for regularization cum appointment in the ensuing Annual General Meeting
Educational Qualifications	Chartered Accountant
Expertise in specific functional areas - Job profile and suitability	She is a chartered accountant having 14 years of experience of in the field of accountancy, taxation and GST. She is a proprietor of Jyoti Kataria & Associates, Chartered Accountants.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

Date: 31.08.2020

Place: Rajkot

For and on Behalf of the Board of Directors,
Angel Fibers LimitedMr. Ashokbhai M Dudhagara
(DIN : 06604661)Mrs. Prafulaben A Dudhagara
(DIN : 07965907)

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EXPLANATORY STATEMENT

(Pursuant to section 102 of Companies Act, 2013 and Secretarial Standard – II on General Meetings)

ITEM NO. 3

APPOINTMENT CUM RE-DESIGNATION OF MR. RAMESHKUMAR JIVRAJBHAI RANIPA AS WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY: SPECIAL RESOLUTION

Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) was appointed as an Additional Director with effect from May 8, 2020 by the Board of Directors of the Company through circular resolution in terms of Section 161 of the Companies Act, 2013 on the terms that Mr. Rameshkumar Ranipa will hold office up to the date of ensuing AGM. The Company has received recommendation under Section 160 of Companies Act, 2013, for the appointment of Mr. Rameshkumar Ranipa (DIN: 03339532) for the office of Whole Time Director & Chairman of the Company and to be appointed as such under the provisions of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on August 31, 2020, considered and recommended the appointment of Mr. Rameshkumar Ranipa (DIN: 03339532) as an Executive Whole-time Director & Chairman of the Company, who will be liable to retire by rotation, A brief profile of Mr. Rameshkumar Jivrajbhai Ranipa including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

In adherence with Regulation 4 of SEBI (SAST) Regulation 2011 by one of the Acquirer being Mr. Rameshkumar Ranipa Company has received from Mr. Rameshkumar Ranipa (DIN: 03339532) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Terms and conditions of Appointment and Remuneration:-

Term of appointment: 5 (Five) years with effect from September 25, 2020.

Conditions:

- a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by Mr. Rameshkumar Ranipa (DIN: 03339532) (“Whole Time Director”) as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b) The Whole Time Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) This appointment may be terminated by giving one months’ notice on either side or the Company paying one months’ remuneration in lieu of such notice.
- d) The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice;
 - a) if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company for which he is required to render services; or

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- b) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole Time Director of any of the stipulations to be executed between the Company and the Whole Time Director; or
- c) in the event the Board expresses its loss of confidence in the Whole Time Director.
- d) In the event the Whole Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e) Up on the termination by whatever means of the Whole Time Director's employment;
 - a) the Whole Time Director shall immediately tender his resignation from offices held by him without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company;
 - b) the Whole Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
- f) The Whole Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

Remuneration Proposed:

Remuneration of Rs. 1,00,000 (one lac) per month including allowances for a period of 5 years from the date of appointment, which will be paid if company has adequate profit during the year. At the time of inadequate profit or loss, company is not liable to pay the said remuneration. Board of Directors has liberty to decide amount of remuneration in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Board of Directors is of the view that the appointment of Mr. Rameshkumar Ranipa (DIN: 03339532) as Whole Time Director & Chairman will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rameshkumar Ranipa himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

ITEM NO. 4

REGULARISATION CUM APPOINTMENT OF MR. JITENDRA GOPALBHAI RAIYANI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION

Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) was appointed as an Additional Non-Executive Director with effect from August 6, 2020 by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 on the terms that Mr. Jitendrabhai Raiyani will hold office up to the date of ensuing AGM. Mr. Jitendrabhai Raiyani (DIN: 00284527) to be appointed as non-executive director under the provisions of and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on August 31, 2020, considered and recommended the appointment of Mr. Jitendrabhai Raiyani (DIN: 00284527) as a non-executive Director of the Company, who will be liable to retire by rotation.

In adherence with Regulation 4 of SEBI (SAST) Regulation 2011 by one of the Acquirer being Mr. Jitendra G. Raiyani Company has received from Mr. Jitendrabhai Raiyani (DIN: 00284527) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

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Having regard to his qualifications, knowledge and experience his appointment as a Non Executive and Non Independent Director will be in the interest of the Company. A brief profile of Mr. Jitendrabhai Raiyani, including nature of his expertise, is provided at is provided under Annexure to the notice of this Annual Report.

The Board recommends the matter and the resolution set out under Item No. 4 for the approval of the Members by way of passing Ordinary Resolution(s).

Except Mr. Jitendrabhai Raiyani (DIN: 00284527) himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

ITEM NO. 5

REGULARISATION CUM RE-DESIGNATION OF MR. PANKAJ BECHARBHAI BHIMANI AS WHOLE TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) was appointed as an Additional Non-Executive Director with effect from August 6, 2020 by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 on the terms that Mr. Pankajbhai Bhimani will hold office up to the date of ensuing AGM.

The Company has received recommendation under Section 160 of Companies Act, 2013, for the appointment of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) for the office of Whole Time Director of the Company and to be appointed as such under the provisions of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on August 31, 2020, considered and recommended the appointment of Mr. Pankaj Becharbhai Bhimani as a Whole Time Director of the Company, who will be liable to retire by rotations. Having regard to his qualifications, knowledge and experience his appointment as Whole-Time Director will be in the interest of the Company. A brief profile of Mr. Pankaj Becharbhai Bhimani, including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

The Company has received from Mr. Pankaj Becharbhai Bhimani (DIN: 08818741):-

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Terms and conditions of Appointment and Remuneration:-

Term of appointment: 5 (Five) years with effect from September 25, 2020.

Conditions:

- a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) (“ Whole Time Director”) as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b) The Whole Time Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

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- a) This appointment may be terminated by giving one months' notice on either side or the Company paying one months' remuneration in lieu of such notice.
- b) The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice;
- c) if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company for which he is required to render services; or
- d) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
- e) in the event the Board expresses its loss of confidence in the Managing Director.
- f) In the event the Whole Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- g) Up on the termination by whatever means of the Whole Time Director's employment;
 - a) the Whole Time Director shall immediately tender his resignation from offices held by him without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company;
 - b) the Whole Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
- h) The Whole Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

Remuneration Proposed:

Remuneration of Rs. 1,00,000 (one lac) per month including allowances for a period of 5 years from the date of appointment, which will be paid if company has adequate profit during the year. At the time of inadequate profit or loss, company is not liable to pay the said remuneration. Board of Directors has liberty to decide amount of remuneration in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Board of Directors is of the view that the appointment of Mr. Pankaj Becharbhai Bhimani Whole Time Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Pankaj Becharbhai Bhimani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

ITEM NO. 6

APPOINTMENT CUM RE-DESIGNATION OF MR. ROHANKUMAR JITENDRA RAIYANI BY APPOINTING HIM AS MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) was appointed as an Additional Non-Executive Director with effect from August 6, 2020 by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 on the terms that Mr. Rohankumar Raiyani will hold office up to the date of ensuing AGM. The Company has received recommendation from Nomination and Remuneration Committee under Section 160 of Companies Act, 2013, for the appointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) for the office of Managing Director of the Company and to be appointed as such under the provisions of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) of the Companies Act, 2013.

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The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on August 31,2020, considered and recommended the appointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as Managing Director of the Company, who will be liable to retire by rotation. Having regard to his qualifications, knowledge and experience his appointment as Managing Director will be in the interest of the Company. A brief profile of Mr. Pankaj Becharbhai Bhimani, including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

The Company has received from Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Terms and conditions of Appointment and Remuneration:-

Term of appointment: 5 (Five) years with effect from September 25,2020.

Conditions:

- a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) (“Managing Director”) as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) This appointment may be terminated by giving one months’ notice on either side or the Company paying one months’ remuneration in lieu of such notice.
- d) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;
 - a) if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company for which he is required to render services; or
 - b) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
 - c) in the event the Board expresses its loss of confidence in the Managing Director.
 - d) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - e) Up on the termination by whatever means of the Managing Director’s employment;
 - a) the Managing Director shall immediately tender his resignation from offices held by him without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company;
 - b) the Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
 - f) The Managing Director’s appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

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Remuneration Proposed:

Remuneration of Rs. 1,00,000 (one lac) per month including allowances for a period of 5 years from the date of appointment, which will be paid if company has adequate profit during the year. At the time of inadequate profit or loss, company is not liable to pay the said remuneration. Board of Directors has liberty to decide amount of remuneration in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Board of Directors is of the view that the appointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolution of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rohankumar Jitendra Raiyani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

ITEM NO. 7

TO APPOINT MR. HITESHKUMAR CHHAGANBHAI CHANIYARA (DIN: 08814531) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION(S)

Mr. Hiteshkumar Chaniyara (DIN: 08814531) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on July 27, 2020 and with effect from 29th July, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Hiteshkumar Chaniyara (DIN: 08814531) will hold office up to the date of the ensuing AGM. Mr. Hiteshkumar Chaniyara (DIN: 08814531) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on July 27, 2020, considered and recommended the appointment of Mr. Hiteshkumar Chaniyara (DIN: 08814531) as a Non-Executive Independent Director of the Company to hold office up to 28th July, 2025, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr Hiteshkumar Chaniyara (DIN: 08814531) fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the website of the Company, i.e. at www.angelfibers.com.

A brief profile of Mr. Hiteshkumar Chaniyara, including nature of his expertise, is provided as is provided under Annexure to the notice of this Annual Report.

The Company has received from Mr. Hiteshkumar Chaniyara (DIN: 08814531) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Hiteshkumar Chaniyara, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 7 for the approval of the Members by way of passing Ordinary Resolution(s).

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ITEM NO. 8

REGULARISATION OF ADDITIONAL DIRECTOR, MR. MERAMAN BHIMSIBHAI BHATU BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION

Mr. Meraman Bhatu (DIN: 08814715) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on July 27, 2020 and with effect from 29th July, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Meraman Bhatu (DIN: 08814715) will hold office up to the date of the ensuing AGM. Mr. Meraman Bhatu (DIN: 08814715) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of Companies Act, 2013 and the Board of Directors has, at their respective meetings held on July 27, 2020, considered and recommended the appointment of Mr. Meraman Bhatu (DIN: 08814715) as a Non-Executive Independent Director of the Company to hold office up to 28th July, 2025, not liable to retire by rotations. In the opinion of Nomination and Remuneration Committee and the Board, Mr Meraman Bhatu (DIN: 08814715), the Non-Executive Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A brief profile of Mr. Meraman Bhatu, including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

The Company has received from Mr. Meraman Bhatu (DIN: 08814715) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Meraman Bhatu, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 8 for the approval of the Members by way of passing Ordinary Resolution(s).

ITEM NO. 9

REGULARISATION OF ADDITIONAL DIRECTOR, MS. JYOTI JASHVANTRAY KATARIA BY APPOINTING HER AS NON-EXECUTIVE WOMEN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Jyoti Kataria (DIN: 08817525) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on 27th July, 2020 and with effect from 30th July, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Ms. Jyoti Kataria (DIN: 08817525) will hold office up to the date of the ensuing AGM. Ms. Jyoti Kataria (DIN: 08817525) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of Companies Act, 2013 and the Board of Directors has, at their respective meetings held on July 27, 2020, considered and recommended the appointment of Ms. Jyoti Kataria (DIN: 08817525) as a Non-Executive Women Independent Director of the Company to hold office up to 29th July, 2025, not liable to retire by rotations. In the opinion of Nomination and Remuneration Committee and the Board, Ms. Jyoti Kataria (DIN: 08817525), the Non-Executive Women Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under and she is independent of the Management.

A brief profile of Ms. Jyoti Kataria, including nature of his expertise, is provided at is provided under Annexure to the notice of this Annual Report.

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The Company has received from Ms. Jyoti Kataria (DIN: 08817525) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Jyoti Kataria, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 9 for the approval of the Members by way of passing Ordinary Resolution(s).

ITEM NO. 10

SHIFTING OF REGISTERED OFFICE FROM ONE DISRICT TO ANOTHER (WITHIN THE JURISDICTION OF ROC)-SPECIAL RESOLUTION

In accordance with Provisions of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II of the Companies (Incorporation) Rules, 2014 Board of Directors proposes to shift registered office of Company outside the local limits of Rajkot city and requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at **Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot – 360005, Gujarat, India. As Company's new management is situated at Jamnagar, therefore** the Board of Directors of the company at its meeting held on August 31, 2020 decided that the registered office of the Company to be shifted to **Survey no.100/1, Plot No.1, Haripar – 361112, Jamnagar, Gujarat, India**, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State, with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office.

The Board recommends **ITEM No 10** of this Notice be approved by the members of the Company as Special Resolution.

ITEM NO. 11

APPROVAL OF REMUNERATION OF COST AUDITOR

The Board on the recommendation of the Audit Committee has approved the appointment of M/s Manish Bhagvandas Analkat, Cost Auditor (FRN: 100261) at remuneration of Rs. 40,000/- plus taxes as applicable and reimbursement of out-of pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company; accordingly consent of the members is sought.

The Directors recommends the resolution for member's approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the matter and the resolution set out under Item No. 11 for the approval of the Members by way of passing Ordinary Resolution(s).

Date: 31.08.2020

Place: Rajkot

**For and on Behalf of the Board of Directors,
Angel Fibers Limited**

**Mr. Ashokbhai M Dudhagara
(DIN : 06604661)**

**Mrs. Prafulaben A Dudhagara
(DIN : 07965907)**