

OSIAJEE TEXTFAB LIMITED

Regd. Off.: Shop-2018-2019, Royal Gr. Flr, SY-3/2885/B/2/B, Ambaji Market, Kamela Darwaja, Ring Road,
Surat, Gujrat – 395002

Website: www.osiajeehdl.com Email: osiajee.textfab@gmail.com Mob: 8769941945

CIN: L17299GJ1995PLC024606

December 08, 2020

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 023
Fax No.2272 5092/3030

Ref : Scrip ID - OSIAJEE Scrip Code - 540198

Subject: Notice of the 25th Annual General Meeting and the Annual Report for the Financial Year 2019-2020

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Report for the Financial Year 2019-2020 along with the Notice of the 25th Annual General Meeting (“AGM”) of the Company to be held on Wednesday, the 30th day of December, 2020 at 12.00 p.m. (IST) at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130.

The said Notice which forms a part of the Annual Report for the financial year 2019-2020 has been sent electronically to the members whose e-mail IDs are registered with the Company/ Satellite Corporate Services Pvt. Ltd., Registrar and Share Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice of the AGM and the Annual Report has also been uploaded on the website of the Company at www.osiajeehdl.com.

Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

For OSIAJEE TEXTFAB LIMITED

V. U. Gawand.



(Vidya Gawand)
Director
DIN: 07155987

Encl.: As Above

OSIAJEE TEXTFAB LIMITED

25TH ANNUAL REPORT 2019-20

COMPANY INFORMATION

BOARD OF DIRECTORS

- Vidya Gawand (Executive Director)
- Lalit Kumar Sarwar (Executive Director upto 14th February, 2020)
- Abhishek Parashar (Non-Executive Independent Director)
- Dheeraj Kumar Mishra (Non-Executive Independent Director w.e.f 2nd September, 2020)
- Tanuraj Adhikari (Non-Executive Independent Director- w.e.f 17th April, 2019)
- Mehul Jagdish Modi (Executive Director- w.e.f. 2nd September, 2020)

KEY MANAGERIAL PERSONNELS

- Hemant Padmakar Chavan (Chief Financial Officer- w.e.f 2nd September, 2020)
- Swapnil Pradipbhai Vyas (Chief Financial Officer upto 2nd September, 2020)
- Lalit Kumar Sarwar (Chief Executive Officer w.e.f 17th April, 2019)
- Rashesh Gandhi (Company Secretary upto 11th September, 2019)
- Priya Manoj Dedhia (Company Secretary from 28th November, 2019 upto 31st July, 2020)
- Rajendra Kumar Jatav (Company Secretary w.e.f 6th August, 2020)

BANKERS

HDFC Bank Ltd.

AUDITORS

M/s. S C Mehra & Associates LLP
(Chartered Accountants)

SECRETARIAL AUDITORS

M/s VRG & Associates
(Practicing Company Secretaries)

REGISTERED OFFICE

Shop-2018/2019, Royal Gr. Flr,
SY-3/2885/B/2/B, Ambaji
Market, Kamela Darwaja, Ring
Road, Surat-395002

REGISTRAR AND SHARE TRANSFER AGENT

Satellite Corporate Services Pvt
Ltd
Office No. 106 & 107, Dattani
Plaza, East West Compound,
Andheri Kurla Road, Safedpul,
Sakinaka, Mumbai-400072

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OSIAJEE TEXTFAB LIMITED

CIN: L17299GJ1995PLC024606

Registered Office: Shop-2018/2019, Royal Gr. Flr, SY-3/2885/B/2/B, Ambaji Market,
Kamela Darwaja, Ring Road, Surat-395002

Tel No.: 8769941945, E-mail id: osiajee.textfab@gmail.com, Website: www.osiajeehdl.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **OSIAJEE TEXTFAB LIMITED** will be held on Wednesday, December 30, 2020 at 12:00 p.m. at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Vidya Gawand (DIN: 07155987), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and other applicable laws, Mr. Mehul Jagdish Modi (DIN: 08836999), who was appointed as an additional Director with effect from September 02, 2020 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act, proposing the candidature of Mr. Mehul Jagdish Modi for the office of the Director, be and is hereby appointed as an Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Dheeraj Kumar Mishra (DIN: 08851007), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there-under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing from September 02, 2020 to September 01, 2025, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Registered Office:

Shop-2018/2019, Royal Gr. Flr, SY-
3/2885/B/2/B, Ambaji Market,
Kamela Darwaja, Ring Road, Surat-395002

Place: Surat

Date: December 04, 2020

By Order of the Board of Directors
For OSIAJEE TEXTFAB LIMITED

Sd/-
(Vidya Gawand)
Director
DIN: 07155987

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from December 24, 2020 to December 30, 2020 (both days inclusive) for the purpose of annual book closure.
7. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
8. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
9. Members are requested to:
 - i) Bring their copy of Annual Report to the Meeting.

- ii) Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
 - iii) Quote their Registered Folio Nos. on all correspondence with the Company.
 - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.
 - vi) Intimate the Registrar and Share Transfer Agents, M/s. Satellite Corporate Services Private Limited for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
 - vii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Satellite Corporate Services Private Limited., B-302, Sony Apt, Opp St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai 400072.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. prior to the date of the Meeting.
12. The Annual Report 2019-20 and Notice of the 25th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
13. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.osiajeehdl.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: osiajee.textfab@gmail.com.
14. The route map showing directions to reach the venue of the 25th Annual General Meeting is annexed herewith the Notice.

15. **Voting through electronics means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. M/s. Neha Mittal & Associates, Practicing Company Secretary, (Membership No. A55047) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The remote e-voting period commences on December 27, 2020 (9:00 a.m.) and ends on December 29, 2020 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 23, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the**

Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

16. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.osiajeehdl.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Ahmedabad Stock Exchange (ASE) and BSE Limited, Mumbai.

Explanatory Statement in respect of the special business pursuant to section 102 (1) of the Companies Act, 2013

Item No. 3

Mr Mehul Jagdish Modi (DIN: 08836999), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from September 02, 2020 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("the Act").

As per Section 161 of the Act, Mr. Mehul Jagdish Modi holds office upto the date of the ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act, for the candidature of Mr. Mehul Jagdish Modi to be appointed as an Executive Director at the ensuing Annual General Meeting liable to retire by rotation. Mr. Mehul Jagdish Modi has consented to the proposed appointment and declared qualified.

Mr. Mehul Jagdish Modi possesses the requisite knowledge, experience and skill for the position of Director. The Board on the recommendation of Nomination and Remuneration Committee and subject to approval of members in the ensuing Annual General Meeting has accorded its consent, to appoint Mr. Mehul Jagdish Modi as an Executive Director liable to retire by rotation.

A brief profile of Mr. Mehul Jagdish Modi is provided in the "Annexure I" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Mehul Jagdish Modi, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 03 of this notice.

Item No. 4

The Board of Directors of the Company ('the Board') at the meeting held on September 02, 2020 on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Dheeraj Kumar Mishra (DIN: 08851007) as an Independent Director of the Company with effect from September 02, 2020 to September 01, 2025 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Dheeraj Kumar Mishra, his association would benefit the Company. Declarations have been received from Mr. Dheeraj Kumar Mishra that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015.

In the opinion of the Board, Mr. Dheeraj Kumar Mishra fulfils the conditions specified in the Act, the Rules there-under and the Listing Regulations 2015 for the appointment as Independent Directors and he is independent of the management of the Company.

Consent of the Members by way of Ordinary Resolution is required for the appointment of Mr. Dheeraj Kumar Mishra, in terms of Section 149 of the Act. Requisite Notices under Section 160 of the Act proposing the appointment of Mr. Dheeraj Kumar Mishra have been received by the Company, and consent have been filed by Mr. Dheeraj Kumar Mishra pursuant to Section 152 of the Act.

Additional information in respect of Mr. Dheeraj Kumar Mishra pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure II and forming the part of this Report. Mr. Dheeraj Kumar Mishra do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Except Mr. Dheeraj Kumar Mishra, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 04 of this notice

Registered Office:

Shop-2018/2019, Royal Gr. Flr, SY-
3/2885/B/2/B, Ambaji Market,
Kamela Darwaja, Ring Road, Surat-395002

Place: Surat

Date: December 04, 2020

By Order of the Board of Directors
For OSIAJEE TEXTFAB LIMITED

Sd/-

(Vidya Gawand)
Director
DIN: 07155987

Annexure to Notice

**Details of the Directors seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on
General Meetings)**

Annexure I

Name of Director	Mehul Jagdish Modi
DIN	08836999
Date of Birth	24/11/1978
Date of Appointment	02/09/2020
Brief Profile	Mr. Mehul Jagdish Modi has done S.S.C. He is well acquainted and read with financial statements and has additional knowledge of Audit matters.
Qualifications	S.S.C.
Directorship in other Public limited Companies	NIL
No. of Shares held in the Company Own Beneficial Basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	NONE
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	NONE

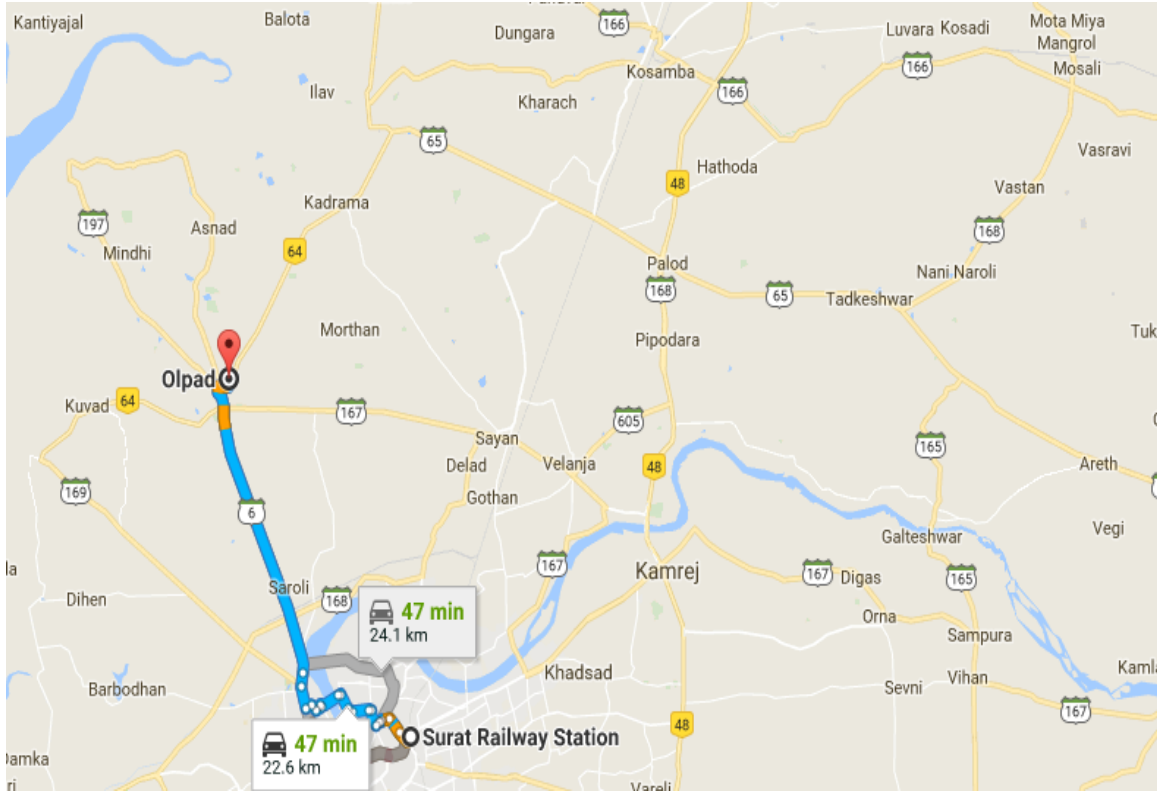
**The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

Annexure II

Name of Director	Dheeraj Kumar Mishra
DIN	08851007
Date of Birth	11/07/1995
Date of Appointment	02/09/2020
Brief Profile	Mr. Dheeraj Kumar Mishra has done B. Pharma. He is well acquainted and read with financial statements and has additional knowledge of Audit matters.
Qualifications	B. Pharma
Directorship in other Public limited Companies	NIL
No. of Shares held in the Company Own Beneficial Basis	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NONE
Chairman/Member of the Committee of the Board of Directors of the Company	NONE
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	NONE

**The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



Venue: 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130

DIRECTORS' REPORT

The Members,
OSIAJEE TEXTFAB LIMITED

Your Directors are pleased to present their **25th Annual Report** together with the Audited Financial Statements for the financial year ended March 31, 2020 and the Auditors Report thereon.

1. Business Performance

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
Revenue from operations	683.32	284.11
Other income	0.02	-
Gross Income	683.34	284.11
Total Expenses	646.51	222.07
Net Profit Before Tax	36.84	62.03
Provision for Tax	9.21	12.50
Net Profit After Tax	27.63	49.53

2. Operations and Future Plans

Financial Year 2019-20 has been a challenging year with weakening macro-economic conditions, slowing market growths and finally, COVID-19 outbreak and containment measures towards the end of the year. Against this challenging backdrop, we have delivered competitive and profitable growth. We have grown competitively overall in the segments in which we operate, in financial year 2019-20.

During the year under review the Company's Turnover has increased from Rs. 284.11 Lakhs in FY 2018-19 to Rs. 683.32 Lakhs in FY 2019-20 and the expenses during the year have also increased from Rs. 222.07 Lakhs in FY 2018-19 to Rs. 646.51 Lakhs in FY 2019-20. The Net Profit has decreased from Rs. 49.53 Lakhs in FY 2018-19 to Rs. 27.63 Lakhs in FY 2019-20.

At present your Company is doing its existing line business to the optimum use of its resources and is taking the effort to improve its Earning per Share (EPS) and management has no plan of venturing into any new business.

Impact of Covid-19

During the last quarter of the year under review the incidence of Covid-19 developed into a global pandemic. The directors have assessed the impact of Covid-19 on the business at the balance sheet date and there are significant adverse impact in business revenue and changes as of the balance sheet date. The company continues to provide the services to its customers, although some parts of the business have been disrupted due to the current lockdown conditions in most part of the country. Due to the worldwide uncertainty caused by Covid-19, and its potential to impact the company, the company has put in place

mitigation plans to minimize the adverse impact on both revenue and profitability. There are no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

3. Dividend

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March, 31 2020.

4. Share Capital

The Issued, Subscribed & Paid up Capital of the Company as on March 31, 2020 stands at Rs.5,40,00,000 /- divided into 54,00,000 Equity Shares of Rs. 10/- each.

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

5. Transfer to Reserve

No amount has been transferred to Reserves account during the financial year.

6. Directors and Key Managerial Personnel

i) Retire by Rotation:

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Ms. Vidya Gawand (DIN: 07155987) of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers herself for reappointment.

ii) Change in Directors and Key Managerial Personnels: During the year

Mr. Vikramjit Singh, Non-Executive Independent Director of the Company ceased to act as Director due to Resignation u/s 168 of the Companies Act, 2013 w.e.f 17.04.2019.

Mr. Tanuraj Adhikari was appointed as an Additional Director (Non- Executive Independent) of the Company w.e.f 17.04.2019.

Mr. Lalit Kumar Sarwar was appointed as Chief Executive Officer (CEO) of the Company w.e.f 17.04.2019.

Mr. Rashesh Gandhi, Company Secretary of the Company has resigned w.e.f 11.09.2019.

Ms. Priya Manoj Dedhia was appointed as Company Secretary of the Company w.e.f 28.11.2019.

Mr. Manoj Purohit, Chief Financial Officer (CFO) of the Company has resigned w.e.f. 14.02.2020

Mr. Swapnil Pradipbhai Vyas was appointed as Chief Financial Officer (CFO) of the Company w.e.f 14.02.2020

Mr. Lalit Kumar Sarwar, Executive Director of the Company ceased to act as Director due to Resignation u/s 168 of the Companies Act, 2013 w.e.f 14.02.2020.

Ms. Madhavi Kiritbhai Raval was appointed as Additional Director (Executive Director) of the Company w.e.f 14.02.2020.

Ms. Priya Manoj Dedhia, Company Secretary of the Company has resigned w.e.f. 31.07.2020

Mr. Rajendra Kumar Jatav was appointed as Company Secretary of the Company w.e.f 06.08.2020.

Ms. Madhavi Kiritbhai Raval, Additional Director (Executive Director) of the Company ceased to act as Director due to Resignation u/s 168 of the Companies Act, 2013 w.e.f 02.09.2020.

Mr. Subhankar Adhikary, Non-Executive Independent Director of the Company ceased to act as Director due to Resignation u/s 168 of the Companies Act, 2013 w.e.f 02.09.2020.

Mr. Swapnil Pradipbhai Vyas Chief Financial Officer (CFO) of the Company has resigned w.e.f. 02.09.2020.

Mr. Dheeraj Kumar Mishra was appointed as an Additional Director (Non- Executive Independent) of the Company w.e.f 02.09.2020

Mr. Mehul Jagdish Modi was appointed as Additional Director (Executive Director) of the Company w.e.f 02.09.2020.

Mr. Hemant Padmakar Chavan was appointed as Chief Financial Officer (CFO) of the Company w.e.f 02.09.2020

iii) All Independent Directors have furnished to the Company a declaration under Section 149(7) of the Companies Act, 2013 stating that they meet criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

7. Board evaluation, induction and training of board members

Pursuant to the provisions of the Companies Act, 2013 and under obligations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carries out the annual performance evaluation of its own performance, of the Directors individually as well as the evaluation of working of its various Committees. A structured questionnaire is prepared after taking into consideration the inputs received from Directors, covering various aspects of the Board's functioning such as adequacy of the

composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

8. Board of directors and committees thereof

a. **Composition of the Board of Directors**

The Board of the Company is composed of individuals from diverse fields. The Board of the Company is composed of Executive, Non-Executive and Independent Directors.

As on March 31, 2020, the strength of the Board of Directors of the Company was at Five Directors comprising of Two Executive and Three Non-Executive Independent Directors. The details of the Board of Directors as on March 31, 2020 are given below:

Name of the Director	Designation	Date of Joining	No. of Directorships / Committee Memberships/Chairmanships			
			Public Limited Companies (including this)	Private Limited and Section 8 Companies	Committee Memberships (including this)	Committee Chairmanships (including this)
Abhishek Parashar	Non-Executive Independent Director	23/02/2019	2	-	3	-
Subhankar Adhikary	Non-Executive Independent Director	23/02/2019	2	-	3	1
Tanuraj Adhikary	Non-Executive Independent Director	14/04/2019	2	-	3	2
Vidya Gawand	Executive Director	01/04/2015	1	-	0	0
Madhavi Raval	Executive Director	14/02/2020	1	-	0	0

The composition of the Board also complies with the provisions of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulations, 2015.

All the Independent Directors had furnished to the Company a declaration under section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

b. Board Meetings

The Board/Committee meetings are pre-scheduled and proper notices of Board and Committee meetings is circulated to the Directors well in advance to enable them to plan their schedules and to ensure their meaningful participation in the meetings.

During the year ended March 31, 2020, Eight (8) Board Meetings were held by the Company on 17th April, 2019, 30th May, 2019, 14th August, 2019, 29th August, 2019, 8th November, 2019, 14th November, 2019, 28th November, 2019, 14th February, 2020. The gap between two Board meetings was in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015. Details of Directors as on March 31, 2020 and their attendance at the Board meetings and Annual General Meeting ("AGM") during the financial year ended March 31, 2020 are given below:

Date of Meeting	Name of the Directors				
	Vidya Umesh Gawand	Abhishek Parashar	Subhankar Adhikary	Tanuraj Adhikary	Madhavi Raval
17 th April, 2019	✓	✓	✓	N.A	N.A
30 th May, 2019	✓	✓	✓	✓	N.A
14 th August, 2019	✓	✓	✓	✓	N.A
29 th August, 2019	✓	✓	✓	✓	N.A
8 th November, 2019	✓	✓	✓	✓	N.A
14 th November, 2019	✓	✓	✓	✓	N.A
28 th November, 2019	✓	✓	✓	✓	N.A
14 th February, 2020	✓	✓	✓	✓	N.A
AGM 30 th September, 2019	✓	✓	✓	✓	N.A

c. Audit Committee

The Audit Committee in terms of the provisions of section 177 of the Companies Act, 2013 comprising of Mr. Tanuraj Adhikary, Mr. Abhishek Parashar and Mr. Subhankar Adhikary.

Mr. Tanuraj Adhikary, Independent Director, is the Chairman of the Audit Committee.

During the financial year ended on March 31, 2020, 4 (four) meeting of the Audit Committee were held on May 30, 2019, August 14, 2019, November 14, 2019 and February 14, 2020. which were attended by all the members of the Committee.

d. Nomination & Remuneration Committee

The Nomination and Remuneration Committee in terms of the provisions of section 178 of the Companies Act, 2013 comprising of Mr. Tanuraj Adhikary, Mr. Abhishek Parashar and Mr. Subhankar Adhikary.

Mr. Subhankar Adhikary, Independent Director, is the Chairman of the Nomination and Remuneration Committee.

During the financial year ended on March 31, 2020, (3) Three meetings of the Nomination and Remuneration Committee were held on 17th April, 2019, 28th November, 2019 and 14th February, 2020 which were attended by all the members of the Committee

Nomination and Remuneration Committee Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is annexed as “Annexure A” to this report.

e. Stakeholders’ Relationship Committee

The Stakeholders Relationship Committee in terms of the provisions of section 178 of the Companies Act, 2013 comprising of Mr. Tanuraj Adhikary, Mr. Abhishek Parashar and Mr. Subhankar Adhikary.

Mr. Tanuraj Adhikari, Independent Director, is the Chairman of the Stakeholders Relationship Committee.

During the financial year ended on March 31, 2020, 4 (Four) meeting of the Stakeholders Relationship Committee were held on May 30, 2019, August 14, 2019, November 14, 2019 and February 14, 2020 which were attended by all the members of the Committee.

9. Declaration of Independence from Independent Directors

Your Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors confirming that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

10. Internal Control Systems and their Adequacy

The Management continuously reviews the internal control systems and procedures for the proficient conduct of the Company’s business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee

periodically reviews internal audit reports and effectiveness of internal control systems. Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

11. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm that;

- a) in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2019 – 20.

13. Change in the Nature of Business

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Textile Sector.

14. Extract of Annual Return

The extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "**Annexure B**".

15. Auditors & their Report

a) Auditors:

M/s. S. C Mehra & Associates LLP, Statutory Auditors of your Company having (ICAI Firm Registration No. 106156W) were appointed at the 23rd Annual General Meeting of the Company held on September 29, 2018 for a period of 5 years i.e. from financial year 2018-2019 to 2022-2023.

In view of the above, the Audit Committee is requested to note the eligibility of the Statutory based on the Certificate received from them confirming that they do not attract any disqualification u/s. 141 of the Companies Act, 2013. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

b) Secretarial Auditor & Annual Secretarial Compliance Report:

In compliance with the provisions of Sec 204(1) and other applicable provisions of Companies Act 2013, the Board of Directors have appointed Mr. Vijay Gupta, Practicing Company Secretary as Secretarial Auditors to undertake secretarial audit of the Company for the financial year ended March 31, 2020. The Report of the Secretarial Audit and Annual Secretarial Compliance Report pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 are annexed herewith as **Annexure C & Annexure D**.

The Secretarial Auditor has made and mentioned the following observation in his report:

During the year company has failed to file form DIR-12 for Regularisation of Director Mr. Abhishek Parashar and Mr. Subhankar Adhikary was appointed on 23rd February, 2019 as an Additional Director of the Company.

c) Internal Auditor:

M/s. Lakhpat Trivedi & Co., Chartered Accountants, Mumbai (Registration No. 109047) was appointed as Internal Auditor of the Company for the FY 2019-2020 and the Internal Audit Report prepared by them was placed before the Audit Committee.

d) Cost audit

Provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company during the financial year.

16. Internal Financial Control And Their Adequacy

Your Company has policies, procedures and effective internal controls for ensuring orderly and efficient conduct of the business, safeguard of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record, timely preparation of financial statements and proper disclosure.

During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal and operational audit is conducted on regular basis. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry

17. Risk Management

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The policy has been hosted on Company's website www.osiajeehdl.com.

18. Public Deposits

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

19. Particulars of Contracts/ Arrangements with Related Party

During the year, there were no related party transactions made in the Company, therefore Form AOC-2 is not applicable to the Company. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at <http://www.osiajeehdl.com>

20. Particulars of Loans, Guarantees or Investments by the Company under section 186

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

21. Material Changes affecting the financial position of the Company

During the year ended March 31, 2020, there were no material changes and commitments affecting the financial position of the Company have occurred to which financial results relate and the date of the Report.

22. Corporate Social Responsibility Committee

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

23. Dematerialisation of Shares

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No INE186R01013 has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

As on March 31, 2020, 67.68% of the paid-up Equity Share Capital stands in Demat mode and the remaining 32.32% Equity Shares were held in physical mode, the details of which are as follows:

Particulars	No. of Shares	% of Total Capital
Held in Demat form with CDSL	3169673	58.70
Held in Demat form with NSDL	484832	8.98
Held in physical mode	1745495	32.32

24. Listing of Shares

The shares of your Company are listed at two exchanges i.e BSE Limited and Ahmedabad Stock Exchange. The applicable Annual Listing fees have been duly paid by the Company to the Stock Exchange for the Financial Year 2019-20.

25. Subsidiary Companies

The Company does not have any Subsidiary Company.

26. Consolidated Financial statement

The Company is not required to consolidate its financial statements in terms of provisions of Companies Act, 2013 and rules there-under.

27. Corporate Governance

With reference to the captioned subject and regulation 15(2) (b) of the said regulations the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 46 and para C, D and E of the Schedule V shall not apply to those listed entity which has the specified securities on the SME Exchange.

Further, Company is listed on the SME Platform of BSE Limited having net worth of Rs. 6.63 crore only. Hence Compliance with above mentioned provisions relating to Corporate Governance are not applicable and the Company is not required to file report on Corporate Governance Report on quarterly basis with the Stock Exchange.

28. Secretarial Standards of ICSI

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. The Company is in compliance with the same.

29. Significant and Material Orders Passed by the Regulators or Courts:

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

30. **Environment and Safety**

Your Company is committed to ensure sound Safety, Health and Environmental (SHE) performance related to its activities, products and services. Your Company is taking continuous steps to develop Safer Process Technologies and Unit Operations for increased safety and reduction of human error element. Enhanced level of training on Process and Behavior based safety, adoption of safe and environmental friendly production process. Management System is done on a continuous basis.

The Company is committed to continuously take further steps to provide a safe and healthy environment.

31. **Policies:**

The details of the policies approved and adopted by the Board of Directors of the Company and required to be part of the Directors Report are as under;

(a) **Vigil Mechanism/Whistle Blower Policy**

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company. (www.osiajeehdl.com)

(b) **Remuneration and Nomination Policy**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The remuneration and nomination policy has been posted on the website of the Company (www.osiajeehdl.com)

(c) **Related Party Transactions and Policy**

The Company has developed a related party transactions framework through standard operating procedures for the purpose of identification and monitoring of transactions with the related parties.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company i.e. (www.osiajeehdl.com). None of the Directors has any pecuniary relationship or transactions vis-a-vis the Company.

(d) **Policy on material subsidiary**

The details of the policy have been disclosed on Company's website at (www.osiajeehdl.com)

(e) **Familiarization programme for Directors**

The details of the familiarization programme have been disclosed on Company's website at (www.osiajeehdl.com)

(f) **Code of Conduct**

In Compliance with Regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has laid down the Code of Conduct for all Board members and senior management of the Company, which is available on the Company's Website at (www.osiajeehdl.com).

All the Board members and senior management of the Company have affirmed compliance with their Code of Conduct for the financial year ended March 31, 2020.

The Managing Director has also confirmed and certified the same. The certification is annexed and forming the part of this report.

(g) Prevention of Sexual Harassment Policy

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2019-2020, no complaints were received by the Company related to Sexual Harassment

(h) Risk Management Policy:

Your Company has a Risk Management Policy adopted by the Board. Periodical in-house risk audits were conducted to detect and mitigate the risks in a timely and effective manner. Management Discussion and Analysis Report contain more details on the risk management practiced by the Company

32. Statutory Information

- The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134 (3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the financial year.
- The information required under section 197 of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are not applicable to the Company during the financial year.
- The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.
- The Business Responsibility Reporting as required under SEBI (LODR), 2015 and is not applicable to your Company for the financial year under review.
- Disclosure as required under para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company during the financial year.
- A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed herewith as a part of the report.

33. Management Discussion analysis

The Management Discussion and Analysis Report under requirements of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, forms part of this Annual Report for the year ended 31st March 2020.

34. Cautionary statement

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

35. Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

**By Order of the Board of Directors
For Osiajee Texfab Limited**

Sd/-
Vidya Gawand
Director
(DIN: 07155987)

Sd/-
Lalit Kumar Sarwar
CEO

Place: Surat

Date: December 04, 2020

ANNEXURE - A

Nomination & Remuneration Policy of the Company

THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS UNDER-

(A) Independent Directors:

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES WILL BE AS UNDER

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

- (A)** The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;
- (B)** Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short and long term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work related benefits;
- (C)** The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

ANNEXURE – B

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended 31st March 2020

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

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17299GJ1995PLC024606
ii.	Registration Date	13/02/1995
iii.	Name of the Company	OSIAJEE TEXTFAB LIMITED
iv.	Category/Sub - Category of the Company	
v.	Category	Company Limited by Shares
vi.	Sub - Category	Indian Non-Government Company
vii.	Address of the Registered Office	Shop-2018/2019, Royal Gr. Flr, SY-3/2885/B/2/B, Ambaji Market, Kamela Darwaja, Ring Road, Surat-395002
viii.	Contact Details	Ph No.- 8769941945 Email id: osiajee.textfab@gmail.com
ix.	Whether listed company	Yes (listed on BSE Limited)
x.	Name, Address and Contact details of Registrar and Transfer Agent, if any	
xi.	Name	M/s. Satellite Corporate Services Pvt Ltd
xii.	Address	Office No. 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpul, Sakinaka, Mumbai-400072
xiii.	Contact	Tel: 022-28520461 Email id: www.satellitecorporate.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Textile Manufacturing Services	139	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/HUF	2,70,000	-	2,70,000	5.00	1,50,000	-	1,50,000	2.78	(2.22)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Subtotal(A)(1):-	2,70,000	-	2,70,000	5.00	1,50,000	-	1,50,000	2.78	(2.22)
2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Prom & Prom. Group (A)= (A)(1)+(A)(2)	2,70,000	-	2,70,000	5.00	1,50,000	-	1,50,000	2.78	(2.22)
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	1,510	1,510	0.03	0.03

b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	1,510	1,510	0.03	0.03
2) NonInstitutions									
a) Bodies Corp.									
(i) Indian	13,24,077	597610	19,21,687	35.59	1,27,487	5,97,610	7,25,097	13.43	00
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,33,272	6,95,875	9,29,147	17.21	11,24,481	7,15,275	18,39,756	34.07	16.86
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	15,69,759	4,50,500	20,20,259	37.41	21,11,119	4,31,100	25,42,219	47.08	9.67
c) Others	-	-	-	-	-	-	-	-	-
d) Clearing Member	250787	-	250787	4.64	15,636	-	15,636	0.29	(4.35)
e) NRIs	1,000	1,510	2,510	0.05	20,006	-	20,006	0.37	0.32
f) Trust	-	-	-	-	-	-	-	-	-
g) HUF	5,610	-	5,610	0.10	1,05,776	-	1,05,776	1.96	1.85
Sub-total(B)(2)	33,84,505	17,45,495	51,30,000	95.00	35,04,505	17,43,985	52,48,490	97.19	2.19
Total Public Shareholding (B)=(B)(1)+(B)(2)	33,84,505	17,45,495	51,30,000	95.00	35,04,505	17,45,495	52,50,000	97.22	2.22
Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	36,54,505	17,45,495	54,00,000	100.00	36,54,505	17,45,495	54,00,000	100.00	0.00

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1.	Umesh Gawand*	1,50,000	2.78	-	1,50,000	2.78	-	-
2.	Vidya Umesh Gawand	1,20,000	2.22	-	-	-	-	(2.22)
	TOTAL	2,70,000	5.00	-	1,50,000	2.78	-	-

* The procedure for transmission of Shares of Mr. Umesh Gawand is in process.

iii. Change in Promoters' Shareholding (please specify, if there is no change)

S. No	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Umesh Gawand*				
	At the beginning of the year	1,50,000	2.78	1,50,000	2.78
	Increase/Decrease during the year	-	-	-	-
	At the End of the year	1,50,000	2.78	1,50,000	2.78
2.	Vidya Umesh Gawand				
	At the beginning of the year	1,20,000	2.22	-	-
	Increase/Decrease during the year	-	-	(1,20,000)	(2.22)
	At the End of the year	1,20,000	2.22	-	-

* The procedure for transmission of Shares of Mr. Umesh Gawand is in process.

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total Share Capital	Increase (No. of Shares)	Decrease (No. of Shares)	No. of shares	% of total Share Capital
1.	Mahesh AtmaramBhoir	45,000	0.83	88,783	-	1,33,783	2.48
2.	Toli Mercantile Pvt Ltd	2,08,100	3.85	-	-	2,08,100	3.85
3.	Manish Chanda	4,01,500	7.44	-	1,94,600	2,06,900	3.83
4.	Manish C Chanda	1,75,200	3.24	-	-	1,75,200	3.24
5.	Pawanshiv Tradelink Pvt Ltd	1,56,430	2.90	-	-	1,56,430	2.90
6.	Aashish Kishor Gadkari	-	-	1,34,640	-	1,34,640	2.49
7.	Prafullata Kishore Gadkari	-	-	1,30,319	-	1,30,319	2.41
8.	MamtaRajeshkumar Shah	-	-	1,08,000	-	1,08,000	2.00
9.	Dipeshkumar Mohanlal Shah	-	-	1,08,000	-	1,08,000	2.00
10.	MamtabenDipeshkumar Shah	-	-	1,08,000	-	1,08,000	2.00

v. **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Umesh Gawand*				
	At the beginning of the year	1,50,000	2.78	1,50,000	2.78
	Increase / Decrease in Share holding during the year	-	-	-	-

	At the End of the year	1,50,000	2.78	1,50,000	2.78
2.	Mrs. Vidya Gawand				
	At the beginning of the year	1,20,000	2.22	-	-
	Increase / Decrease in Share holding during the year	-	-	(1,20,000)	(2.22)
	At the End of the year	-	-	-	-

**Mr. Umesh Gawand is no more associated with the company as Director due to his sad demise and The procedure for transmission of Shares of Mr. Umesh Gawand is in process.*

5. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i) Principal Amount	-	7,407,123	-	7,407,123
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total(i+ii+iii)	-	7,407,123	-	7,407,123
Change in Indebtedness during the FY				
- Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the FY	-	7,407,123	-	7,407,123
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	7,407,123	-	7,407,123

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

• Remuneration to Managing Director, Whole-time Directors and/ or Manager

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify	-	-
6.	Total (A)	-	-

• Remuneration to other directors

Sl. No.	Particulars of Remuneration	Lalitkumar Purohit	Vidya Gawand	Abhishek Parashar	Subhankar Adhikary	Tanuraj Adhikari	Total Amount
	<u>Independent Directors</u> • Fee for attending Board/Committee Meetings • Commission • Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
	<u>Other Non-Executive Directors</u> • Fee for attending Board / committee meetings • Commission • Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-

- Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
		Lalit Kumar Sarwar		-	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	90,000	-	90,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	90,000	-	90,000

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were No Penalties/ Punishment/Compounding of Offences for the year ending 31st March, 2020.

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**By Order of the Board of Directors
For Osiajee Texfab Limited**

Sd/-
Vidya Gawand
Director
(DIN: 07155987)

Place: Surat
Date: December 04, 2020

Form No. MR-3
Secretarial Audit Report

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

Secretarial Audit Report

For the Financial Year ended 31st March 2020

To,
The Members,
OSIAJEE TEXTFAB LIMITED,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Osiajee Textfab 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 authorized 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 **31st March, 2020** has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 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 thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment were not attracted to the Company during the Financial Year under Review;
- 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;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. 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;
- e. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

V. Other applicable laws are as under:

- The Information Technology Act, 2000.
- The FEMA Act, 1999.

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

- a) Secretarial Standards by the Institute of Company Secretaries of India.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., except the following:

- 1. During the year company has fail to file form DIR-12 for Regularisation as a Director Mr. Abhishek Parashar and Mr. Subhankar Adhikary was appointed on 23rd February, 2019 as an Additional Director of the Company.***

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes 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, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority of the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.

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

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Service tax Act, Central excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this Report.

**For VRG & Associates
Practicing Company Secretaries**

Sd/-

Vijay Ramesh Gupta

Proprietor

Membership No: 33236

C. P No: 22478

UDIN: A033236B000539280

Date: 31.07.2020

Place: Mumbai

Annexure A

To,
The Members,
OSIAJEE TEXTFAB LIMITED

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For VRG & Associates
Practicing Company Secretaries

Sd/-

Vijay Ramesh Gupta

Proprietor

Membership No: 33236

C. P No: 22478

UDIN: A033236B000539280

Date: 31.07.2020

Place: Mumbai

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
**(Pursuant to Part C (10) (i) of Schedule V of Security and Exchange Board of India (Listing
Obligation and Disclosure Requirements) Regulations, 2015)**

To The Members,
Osiajee Textfab Limited

We have examined the status of the directorship of the all the directors of the Company, in our opinion and to the best of our information, we certify that none of Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such other Statutory Authority.

For VRG & Associates
Practicing Company Secretaries

Sd/-
Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236B000663063

Date: 04.09.2020
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended 31st March, 2020 and forms part of the Directors' Report.

The beginning of 2020 has witnessed the global spread of COVID-19, i.e. corona virus. On March 11, 2020 the World Health Organization declared Corona virus outbreak as a pandemic leading to a humanitarian crisis, lockdown across many countries and significant economic fallout. Global threat from COVID-19 is continuing to grow, and at a rapidly accelerating rate. Around the world, growth has decelerated markedly. In India, the economic impact of COVID-19 is trickling in on the backdrop of an already challenging macro-economic environment with lower GDP growth rates, liquidity crunch, and peaking unemployment rate. Responding to the potential serious threat that this pandemic has to public health, the Indian Government has taken series of measures to contain the outbreak, which included imposing multiple lockdowns across the country. Government has initiated various measures to boost the economy including direct benefit transfer, increased allocations to key sectors like infrastructure, agriculture, MSMEs etc. Reserve Bank of India has cut repo rate by 185 bps on a cumulative basis this year to support the aggregate demand and private investment as well as ease liquidity given the COVID-19 situation. The reduction in corporate tax rate is a big boost to the industry; it makes India much more competitive globally and should accelerate investments in the economy.

Indian Economy

India continues to be one of the fastest growing emerging economies in the world. A slowdown in the manufacturing and construction sector has lately affected GDP growth – slightly below 5% in the current fiscal. An impending revival in demand, positive consumption pattern and rising disposable income, makes India the most sought after investment destinations. Already the fifth largest economy in the world, India is supposed to take its place among the world's top three economic powers in the next 10-15 years. The pandemic has undoubtedly affected India, but with the right economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve. Interstate movement of goods is gradually picking up and retail financial transactions are showing a healthy trend.

OVERVIEW OF THE BUSINESS OF THE COMPANY:

The Company **“Osiajee Texfab Limited”** is basically engaged in Textile Business. As the Indian Economy is growing rapidly, the growth in the textile sector is also speeding up to align with the growing demands of developing economy. The Board is looking forward to explore the potential offered by this sector and maximise value for its shareholders.

In order to create sustained shareholder values that capitalizes on socio- economic changes in India driven by rapid urbanization and consumer spending. The company proposes to drive cost leadership and new solutions. It is the intent of the Company to maintain tight control on capital/ spent in these areas and to focus more on value creation through new solutions and service offerings.

ECONOMY REVIEW WITH SPECIFIC REFERENCE TO TEXTILE INDUSTRY

India's textiles industry goes back several centuries and is among the oldest industries in the country. It accounts for 14% of the industry output and is one of the largest contributors to the economy, accounting for ~2% of the GDP. After agriculture, it is the second largest generator of income, employing close to 40 million people, and contributing 10% to the country's manufacturing, owing to its labour intensive nature. The industry is vertically integrated with almost all sub-sectors and is thus integral to the economy.

India is the second largest producer and exporter of textiles after China and fourth largest producer and exporter of apparel after China, Bangladesh and Vietnam. The textiles and apparel industry constitutes ~11% of the total exports of the country. Indian textiles and apparel exports were estimated at \$35.5 billion in 2019 and is expected to grow at a CAGR of 11% over the next decade to reach \$100 billion by 2029.

TEXTILE INDUSTRY:

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

FINANCIAL OVERVIEW

During the year ended March 31, 2020, your Company's Revenue from operations has been Rs. 68,332,721/- There has been decrease in the profits. The profit after tax was Rs. 2,763,277/- for the year.

Impact of Covid-19 Pandemic on Textile & Apparel Industry:

The Indian textile and apparel industry has been adversely impacted in the short to mid-term due to lockdown and lower consumer spends. The sector is reeling under liquidity and cost pressure as well due to the unprecedented damage caused by COVID-19.

INTERNAL CONTROL SYSTEMS

The details of Internal Control Systems and their adequacy have already been discussed in the Board's Report under the title 'Internal Control Systems and their Adequacy'.

HUMAN RESOURCE DEVELOPMENT:

The Company has emphasized on the need for skills and knowledge to successfully meet its requirements. Employment relations are good and cordial at all levels. The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. It is your Company's belief that people are the heart of corporate purpose and constitute the primary source of sustainable competitive advantage. The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in

realizing the targeted projects of the Company. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders.

CAUTIONARY STATEMENT:

Statements in the Management's Discussion & Analysis Report which seek to describe the Company's objectives, projections, estimates, expectations and predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owes no obligation to publicly update these forward looking statements to reflect subsequent events or circumstances. Market data and product analysis contained in this Report has been obtained from internal Company reports and industry publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

**By Order of the Board of Directors
For Osiajee Texfab Limited**

**Sd/-
Vidya Gawand
Director
(DIN: 07155987)**

**Sd/-
Lalit Kumar Sarwar
CEO**

**Place: Surat
Date: December 04, 2020**

CERTIFICATION FROM CEO AND CFO

To,
The Board of Directors,
Osiajee Texfab Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We further certify that:
 - a. there have been no significant changes in internal control over financial reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

Date: 31.07.2020
Place: Surat

SD/-
Lalit Kumar Sarwar
Chief Executive Officer

SD/-
Swapnil Pradipbhai Vyas
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of **Osiajee Texfab Limited**
Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of **Osiajee Texfab Limited** (“the Company”), which comprise the balance sheet as at March 31, 2020, the statement of 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, 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 Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no matters to be key financial matter to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' report.

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

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flow Statement 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 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 Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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.
- 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.

Materiality is the magnitude of misstatement in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statements.

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 Act, 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 Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Limitation on Scope due to covid-19 : We wish to highlight that due to the COVID 19 induced restrictions on physical movement and strict timelines, the entire audit team could not visit the company’s office for undertaking the required audit procedures as stated in SAP and therefore caused inherent limitation on audit procedures.

The opinion expressed in the present report is after considering information, facts and inputs made available to us through electronic means by the company’s management.

Thus the same has put a limitation on scope of our audit and we wish to bring to the attention of users towards the same.

For S C Mehra Associates LLP

Chartered Accountants

Firm Registration No.106156W

Sd/-

CA S C Mehra

Partner

M. No. 039730

Place: Mumbai

Date: 30.06.2020

UDIN: 20039730AAAAEA8882

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF OSIAJEETEXFAB LIMITED FOR THE YEAR ENDED MARCH 31, 2020

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. In respect of its Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us Fixed assets have been physically verified by the management during the year in accordance with the phased program of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The title deeds of the immovable properties held by the company are in the name of the company.
- ii.
 - a) As explained to us, management has conducted physical verification of inventory at regular intervals during the year.
 - b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of Inventory followed by the Management were reasonable and adequate in relation to the size of the Company and nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its Inventories and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties in the register maintained. Accordingly the provisions of clauses 3 (iii) (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provision of section 185 of the Act the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. The provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

- v. In our opinion and according to the information and explanations given to us, there are no amounts outstanding which are in the nature of deposits as on March 31, 2020 and the Company has not accepted any deposits during the year.
- vi. The provision of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provision stated in paragraph 3(vi) of the Order are not applicable to the Company.
- vii. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, goods and service tax, cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts are payable in respect of income-tax, goods and service tax and any other statutory dues which were applicable to the company were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable.

- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the company has not defaulted in repayment of dues to financial institutions or banks or debenture holders during the year.
- ix. In our opinion, according to the information explanation provided to us, no money has been raised by way of term loans during the year. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3(ix) of the Order are not applicable to the Company.
- x. During the course of our audit, 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 instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.

- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 188 of the Act where applicable and details of such transaction have been disclosed in the financial statement as required by the applicable accounting standards. Further, the Company is not required to constitute audit committee under section 177 of the Act.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

For S C Mehra Associates LLP

Chartered Accountants

Firm Registration No.106156W

Sd/-

CA S C MEHRA

Partner

M. No. 039730

Place: Mumbai

Date: 30.06.2020

UDIN: **20039730AAAAEA8882**

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF OSIAJEE TEXTFAB LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **OsiajeeTexfab Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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) (the "Guidance Note"). 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 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

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls With Reference to Financial Statements

A Company's internal financial control with reference to financial statements 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 with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For S C Mehra Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-
CA S C Mehra
Partner

Place: Mumbai
Date: 30.06.2020
M. No. 039730
UDIN: 20039730AAAAEA8882

Balance Sheet as at March 31, 2020

		(Amount in Rs)			(Amount in Rs)
	Notes	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
ASSETS					
Non - Current Assets					
Property, Plant and Equipment	2	58,800	74,801	95,937	123,901
Capital work in Progress					
Investment Properties					
Goodwill			-	-	-
Other Intangible Assets			-	-	-
Intangible assets under development			-	-	-
Investments accounted for using the equity Method			-		
Financial Assets					
i) Investments	3	21,714,395	21,714,395	18,714,395	18,714,395
ii) Loans	4	7,407,123	7,407,123	8,907,123	11,769,372
iii) Other Financial Assets	5	25,000	25,000	525,000	525,000
Deferred Tax Assets	6	2,726	2,726	2,726	2,726
Other non-current assets	7	761,423	761,423	761,423	753,090
Total non-current assets		29,969,467	29,985,468	29,006,604	31,888,484
Current Assets					
Inventories		-	7,198,720	-	-
Financial Assets					
i) Investments					
ii) Trade Receivables	8	45,248,415	119,964,853	98,634,840	54,766,470
iii) Cash and Cash equivalents	9	11,543	54,958	420,111	261,187
iv) Bank balance other than (iii) above			-		
v) Loans		-	-	-	-
vi) Other financial assets		-	-	-	-
Current Tax Assets	10	1,196,604	496,014	397,810	-
Other Current Assets	11	231,159	231,159	231,159	231,159
Total current assets		46,687,721	127,945,704	99,683,920	55,258,816
TOTAL ASSETS		76,657,188	157,931,172	128,690,524	87,147,300

EQUITY AND LIABILITIES**EQUITY**

Equity Share Capital	12	54,000,000	54,000,000	54,000,000	54,000,000
Other Equity	13	12,272,179	9,508,902	4,555,653	4,245,863
Total Equity		66,272,179	63,508,902	58,555,653	58,245,863

LIABILITIES**Non Current Liabilities**

Financial liabilities					
i) Borrowings		-	-	-	-
ii) Other Financial Liabilities		-	-	-	-
Provisions		-	-	-	-
Employee benefit obligations		-	-	-	-
Deferred Tax Liabilities		-	-	-	-
Government grants		-	-	-	-
Other non-current liabilities		-	-	-	-
Total non-current liabilities		-	-	-	-

Current Liabilities

Financial Liabilities					
i) Borrowings	14	425,000	275,000	500,000	500,000
ii) Trade Payables	15	6,765,086	92,466,919	69,019,364	28,074,139
iii) Other Financial Liabilities		-	-	-	-
Provisions		-	-	-	-
Employee benefits obligations		-	-	-	-
Government grants		-	-	-	-
Current tax liabilities	16	2,560,798	1,639,798	615,507	316,798
Other Current Liabilities	17	634,125	40,553	-	10,500
Total current liabilities		10,385,009	94,422,270	70,134,871	28,901,437

TOTAL LIABILITIES		10,385,009	94,422,270	70,134,871	28,901,437
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TOTAL EQUITY AND LIABILITIES		76,657,188	157,931,172	128,690,524	87,147,300
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For S C Mehra & Associates

For Osiajee Texfab Limited

Chartered Accountants

Firm Regn No: 106156W

SD/-

SD/-

SD/-

S C Mehra

(Vidya Gawand)

(Lalit Sarwar)

Partner

Director

CEO

Membership No. 039730

Din No. 001755987

Din No. 08051691

Place : Mumbai

Date: June 30, 2020

SD/-

(Swapnil Vyas)

Chief Financial Officer

Statement of Profit and Loss Account for the year ended March 31, 2020

(Amount in
Rs.)

	Notes	2019-20	2018-19
Income			
Revenue from Operations	18	68,332,721	28,410,732
Other Income	19	2,250	-
Total Income		68,334,971	28,410,732
Expense			
Purchases of Stock-In-Trade	20	56,143,377	28,634,909
Change In Inventories of Stock In Trade	21	7,198,720	-7,198,720
Employees Benefit Expenses	22	257,830	76,935
Finance Cost		-	-
Depreciation and Amortisation Expense	2	16,001	21,136
Other Expenses	23	1,034,766	673,223
Total Expenses		64,650,694	22,207,483
Profit / (Loss) Before Tax		3,684,277	6,203,249
Tax expense			
Current Tax		921,000	1,250,000
Deferred Tax		-	-
Profit / (Loss) for the period		2,763,277	4,953,249
Other Comprehensive Income			-
Total Comprehensive Income / (Loss) for the period		2,763,277	4,953,249
Earnings per equity share:	24		
Basic and Diluted		0.5117	0.9173
[Face Value Rs. 10 each]			
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of Financial Statements

For S C Mehra & Associates

For Osiajee Texfab Limited

Chartered Accountants
Firm Regn No: 106156W

SD/-
S C Mehra
Partner
Membership No. 039730
Place : Mumbai
Date: June 30, 2020

SD/-	SD/-
(Vidya Gawand)	(Lalit Sarwar)
Director	CEO
Din No. 001755987	Din No. 8051691

SD/-
(Swapnil Vyas)
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2020

	2019-20	2018-19
PROFIT BEFORE TAX	3,684,277	6,203,249
Misc Income		
DEPR	16,001	21,136
<hr/>		
OPERATING PROFIT BEFORE	3,700,278	6,224,385
CHANGE IN WORKING CAPITAL		-
OTHER NON CURRENT		
INVESTMENTS	-	(3,000,000)
Non current financial loan assets	-	1,500,000
inventories	7,198,720	(7,198,720)
trade receivable	74,716,438	(21,330,013)
current financial loan assets	-	500,000
other current assets	-	-
current tax assets	(700,590)	(98,204)
current financial borrowing	150,000	(225,000)
trade payables	(85,701,833)	23,447,555
other financial liabilities	921,001	1,024,291
other current liabilities	593,573	40,553
<hr/>		
net change in working capital	877,587	884,847
Income tax payable	(921,000)	(1,250,000)
<hr/>		
cash flow from operating activities	a (43,413)	(365,153)
purchase of property plant and equipment		
<hr/>		
cash flow from investing activities	b -	-

Cash flow from financing activities
proceeds form issue of share capital

c

a+b+c (43,413) (365,153)

cash op.balance

54,958

420,111

cash cl. Balance

11,545

54,958

cash & cash at the end of year

(43,413)

(365,153)

For S C Mehra & Associates
Chartered Accountants
Firm Regn No: 106156W

For Osiajee Texfab Limited

SD/-

S C Mehra

Partner

Membership No. 039730

Place : Mumbai

Date: June 30, 2020

SD/-

(Vidya Gawand)

Director

Din No. 001755987

SD/-

(Lalit Sarwar)

CEO

Din No. 8051691

SD/-

(Swapnil Vyas)

Chief Financial Officer

Notes forming part of the financial statements for the year ended 31st March, 2020

Corporate Information

Osiajee Texfab Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange.

1. Significant Accounting Policies

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2020 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2019, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2017 being the date of transition to Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value;
- b) Assets held for sale-measured at lower of carrying amount or fair value less cost to sell;
- c) Defined benefit plans – plan assets measured at fair value;

1.2 Summary of Significant Accounting Policies

a) Current vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle.
- Held primarily for the purpose of trading
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

b) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Property, plant & equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. In case of assets acquired in exchange for a non-monetary asset, the cost of such an item of property, plant and equipment is measured at fair value unless (a) the exchange transaction lacks commercial substance or (b) the fair value of neither the

asset received nor the asset given up is reliably measurable. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

g) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

i) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-

generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) 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 a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

l) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per shares

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2020

Note 2. Property, Plant and Equipment

(Amount in Rs.)

	Computer	Furniture & Fixture	Office Equipment	Total
Gross Carrying amount				
Deemed Cost as at 1st April, 2018	161,650	167,907	43,540	373,097
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2019	161,650	167,907	43,540	373,097
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2020	161,650	167,907	43,540	373,097
Accumulated Depreciation				
Balance as at 1st April, 2018	110,466	145,249	21,445	277,160
Additions	14,156	4,745	2,235	21,136
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2019	124,622	149,994	23,680	298,296
Additions	10,242	3,751	2,008	16,001
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2020	134,864	153,745	25,688	314,297
Net carrying amount				
Balance as at 1st April, 2018	51,184	22,658	22,095	95,937
Balance as at 31st March, 2019	37,028	17,913	19,860	74,801
Balance as at 31st March, 2020	26,786	14,162	17,852	58,800

Notes to Financial Statements as at and for the year ended March 31,
2020

	(Amount in Rs.)	(Amount in Rs.)		(Amount in Rs.)
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
Note 3. Investments				
Investment in quoted Shares	18,714,395	18,714,395	18,714,395	18,714,395
Investment in unquoted Shares	<u>3,000,000</u>	<u>3,000,000</u>	<u></u>	<u></u>
	<u>21,714,395</u>	<u>21,714,395</u>	<u>18,714,395</u>	<u>18,714,395</u>
Note 4. Loans (Unsecured, considered good)				
Loans	<u>7,407,123</u>	<u>7,407,123</u>	<u>8,907,123</u>	<u>11,769,372</u>
	<u>7,407,123</u>	<u>7,407,123</u>	<u>8,907,123</u>	<u>11,769,372</u>
Note 5. Other Financial Assets				
Advance against office building purchase	<u>25,000</u>	<u>25,000</u>	<u>525,000</u>	<u>525,000</u>
	<u>25,000</u>	<u>25,000</u>	<u>525,000</u>	<u>525,000</u>
Note 6. Deferred Tax Assets				
Deferred Tax Assets on account of: - Unabsorbed depreciation allowances	<u>2,726</u>	<u>2,726</u>	<u>2,726</u>	<u>2,726</u>
	<u>2,726</u>	<u>2,726</u>	<u>2,726</u>	<u>2,726</u>
Note 7. Other Non Current Assets				
Tax Deducted at sources	761,423	761,423	761,423	753,090
Advance against Expenses	<u>-</u>	<u>-</u>	<u></u>	<u></u>
	<u>761,423</u>	<u>761,423</u>	<u>761,423</u>	<u>753,090</u>
Note 8. Trade Receivables (Unsecured considered				

good) Outstanding for a period exceeding Six Month	25,220,402	104,038,214	34,659,200	54,766,470
Other	20,028,013	15,926,639	63,975,640	
	45,248,415	119,964,853	98,634,840	54,766,470
Note 9. Cash and Cash Equivalents				
Balances with Scheduled Bank	2,519	34,221	418,599	253,257
Cash on Hand	9,024	20,738	1,513	7,930
	11,543	54,958	420,111	261,187
Note 10. Current Tax Assets				
Balance with Government Authorities	1,196,604	496,014	397,810	-
	1,196,604	496,014	397,810	-
Note 11. Other Current Assets				
Share Issue expenses	231,159	231,159	231,159	231,159
	231,159	231,159	231,159	231,159

12	Equity Share Capital		As at 31.03.2020	As at 31.03.2019
	Authorised			
	6,000,000 [31st March 2020: 60,000,000 and 1st April 2019: 60,000,000] Equity Shares of Rs. 10 each		60,000,000	60,000,000
	Issued, Subscribed and Fully Paid up			
	5,400,000 [31st March 2020: 54,000,000 and 1st April 2019: 54,000,000] Equity Shares of Rs. 10 each		54,000,000	54,000,000
			54,000,000	54,000,000
A	Reconciliation of the number of shares	As at 31.03.2020	As at 31.03.2019	
		No. of shares	Amount	No. of shares
				Amount
	Balance as at the beginning of the year	5,400,000	5,400,000	5,400,000

	Balance as at the end of the year	5,400,000	5,400,000	5,400,000	5,400,000
B	Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company				
	Name of Shareholders	As at 31.03.2020		As at 31.03.2019	
		Nos.	% of Holding	Nos.	% of Holding
	Manish Chanda	401500	7.44	401500	7.44
	TOTAL	401500	7.44	401500	7.44
C	Terms/Rights attached to the Equity Shares				
The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share.					

Note 13. OTHER EQUITY

(Amount in Rs)

Reserve & Surplus			
	Securities Premium Reserve	Retained Earnings	Total
Balance as at 1st April, 2018	-	4,555,653	4,555,653
Profit for the year	-	4,953,249	4,953,249
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	4,953,249	4,953,249
Balance as at 31st March, 2019	-	9,508,902	9,508,902
Balance as at 1st April, 2019	-	9,508,902	9,508,902
Profit for the year	-	2,763,277	2,763,277
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	2,763,277	2,763,277
Balance as at 31st March, 2020	-	12,272,179	12,272,179

Statement of changes in Equity for the year ended 31st March, 2020

A. EQUITY SHARE CAPITAL	Notes	(Amount in Rs)
As at 1st April, 2018		54,000,000
Changes in equity share capital		-
As at 31st March, 2019		54,000,000
Changes in equity share capital		-
As at 31st March, 2020		54,000,000

B. OTHER EQUITY

(Amount in Rs)

	Securities Premium Reserve	Reserve & Surplus	
		Retained Earnings	Total
Balance as at 1st April, 2018	0	4,555,653	4,555,653
Profit for the year	0	4,953,249	4,953,249
Other comprehensive income for the year	0	-	-
Total comprehensive income for the year	0	4,953,249	4,953,249
Balance as at 31st March, 2019	0	9,508,902	9,508,902
Balance as at 1st April, 2019	0	9,508,902	9,508,902
Profit for the year	0	2,763,277	2,763,277
Other comprehensive income for the year	0	-	-
Total comprehensive income for the year	0	2,763,277	2,763,277
Balance as at 31st March, 2020	0	12,272,179	12,272,179

Note 14. Borrowings

Short Term

Borrowings - Loans

	<u>425,000</u>	<u>275,000</u>	<u>500,000</u>	<u>500,000</u>
	<u>425,000</u>	<u>275,000</u>	<u>500,000</u>	<u>500,000</u>

Note 15. Trade**Payables**Due to Micro and
Small Enterprises

	-	-	-	
Due to Others	6,765,086	92,466,919	69,019,364	28,074,139
	<u>6,765,086</u>	<u>92,466,919</u>	<u>69,019,364</u>	<u>28,074,139</u>

**Note 16. Current Tax
Liabilities**

Provision for tax

	<u>2,560,798</u>	<u>1,639,798</u>	<u>615,507</u>	<u>316,798</u>
	<u>2,560,798</u>	<u>1,639,798</u>	<u>615,507</u>	<u>316,798</u>

**Note 17. Other
Current Liabilities**

Other Payable

	<u>634,125</u>	<u>40,553</u>	<u>-</u>	<u>10,500</u>
	<u>634,125</u>	<u>40,553</u>	<u>-</u>	<u>10,500</u>

Notes to Financial Statements as at and for the year ended March 31, 2020

(Amount in

(Amount in Rs.)

Rs.)

As at
31.03.2020

As at 31.03.2019

As at
31.03.2018**Note 18. Revenue from
Operations**

Sales

68,332,721

28,410,732

137,392,844

Other Operating Income

-

-

-

68,332,721**28,410,732****137,392,844****Note 19. Other Income**

Interest Income

-

-

83,333

Income tax Refund

2,250

-

	<u>2,250</u>	<u>-</u>	<u>83,333</u>
Note 20. Purchase of Stock In Trade			

Purchases	56,143,377	28,634,909	135,689,954
	<u>56,143,377</u>	<u>28,634,909</u>	<u>135,689,954</u>

**Note 21. Change in Inventories
of Stock-In-Trade**

Inventory at the Beginning	7,198,720	-	-
Inventory at the End	-	7,198,720	-
	<u>7,198,720</u>	<u>7,198,720</u>	<u>-</u>

**Note 22. Employees Benefit
Expenses**

Salaries and Bonus	244,420	76,935	565,000
Staff Welfare	13,410	-	21,725
Remuneration to Director	-	-	-
	<u>257,830</u>	<u>76,935</u>	<u>586,725</u>

Note 23. Other Expenses

Bank Charges	1,304	590	
Listing Fees	322,500	295,896	284,691
Advertisement & Sales Promotion Expenses	30,969	30,751	15,275
Director Sitting Fees	4,000	30,000	99,000
General Expenses	468,935	83,911	123,529
Legal & Professional Charges	87,600	150,300	175,700
Printing, Stationery	25,158	12,400	12,150
Communication Expenses	-	-	48,000
Telephone charges	-	-	5,399
Travelling Expenses		4,375	-

Audit Fees	29,300		
	65,000	65,000	25,000
	<u>1,034,766</u>	<u>673,223</u>	<u>788,744</u>

Note 24. Earning Per Share

Basis for calculation of Basic and Diluted Earnings per share is as under:

Profit after tax (Rs.)	2,763,277	4,953,249	3,09,790
Weighted Average Number of Equity Shares (Nos)	5,400,000	5,400,000	54,000,000
Face Value of each Equity Share (Rs.)	1	1	1
Basic and Diluted Earning Per Equity Share (Rs.)	0.5117	0.9173	0.0057

For S C Mehra & Associates
Chartered Accountants
Firm Regn No: 106156W

For Osiajee Texfab Limited

SD/-
S C Mehra
Partner
Membership No. 039730
Place : Mumbai
Date: June 30, 2020

SD/-
(Vidya Gawand)
Director
Din No. 001755987

SD/-
(Lalit Sarwar)
CEO
Din No. 8051691

SD/-
(Swapnil Vyas)
Chief Financial Officer

Notes to Financial Statements as at and for the year ended March 31, 2020

Note 26. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

	(Amount in Rs.)	
	As at	As at
	31.03.2020	31.03.2019
Financial Assets		
Investments	21,714,395	21,714,395
Loans		
- Loans & Advances to others		
- Loans & Advances to others	7,407,123	7,407,123
Other Financial Assets	25,000	25,000
Trade Receivables	45,248,415	119,964,853
Cash & Cash equivalents	11,543	54,958
Total	74,406,476	149,166,329
Financial Liabilities		
Borrowings	425,000	275,000
Trade Payables		
- Trade Payables to others	6,765,086	92,466,919
Other Financial Liabilities		
- Other Payables	634,125	40,553
Total	7,824,211	92,782,472

The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.

27. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

Key Managerial Personnel (KMP):

Mr. Lalit Kumar Sarwar	- Chief Executive Officer
Ms. Priya Manoj Dedhia	- Company Secretary
Mr. Swapnil Vyas	- Chief Financial Officer

28. Transaction with Related Parties during the Year

Remuneration to Key Managerial Personnel (KMP)

(Amount in Rs.)

Name of Related Party	Nature of Transaction	Year ending March 31, 2020	Year ending March 31, 2019
Mr. Lalit Kumar Sarwar*	Remuneration	0	0
Ms. Priya Manoj Dedhia**	Remuneration	15000	0
Mr. Swapnil Pradipbhai Vyas***	Remuneration	0	0

*Mr. Lalit Kumar Sarwar was appointed as Chief Executive Officer of the Company w.e.f. 17.04.2019.

**Ms. Priya Manoj Dedhiawas appointed as Company Secretary of the Company w.e.f. 28.11.2019.

***Mr. Swapnil Pradipbhai Vyas was appointed as Chief Financial Officer of the Company w.e.f. 14.02.2020.

In **accordance** with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

29. Capital Risk Management:

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its

business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

30. **Contingent Liabilities:** Nil(Previous Year – Nil)

31. **Financial risk management objectives and policies**

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

32. **Financial risk management objectives and policies**

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived

33. First time adoption of Ind AS

These financial statements, for the year ended 31 March 2020, are the Third year the Company has prepared in accordance with Ind AS and Company has adopted the same First time in the year ended 31st March, 2018.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on or after 31 March 2020, together with the comparative period data as at and for the year ended 31 March 2019, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening statement of financial position was prepared as at 1 April 2018, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the statement of financial position as at 1 April 2018 and the financial statements as at and for the year ended 31 March 2019.

Exemption Applied

Ind AS 101 allows first-time adopters certain mandatory and voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the exemption with respect to Property, Plant & Equipment.

As permitted by IND AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant & equipment.

Estimates

The estimates at 1 April 2019 and at 31 March 2020 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

34. The following reconciliations provides a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- a) Reconciliation of Balance Sheet as at April 1, 2018
- b) Reconciliation of Balance Sheet as at March 31, 2019
- c) Reconciliation of Statement of Profit and Loss for the year ended March 31, 2019

Reconciliation of Balance Sheet as at April 1, 2018

(Amount in Rs.)

Assets	Regrouped	Ind AS	Ind AS
1) Non-Current Assets			
a) Property, Plant & Equipment	95,937	-	95,937
b) Financial Assets			
i) Investments	1,87,14,395	-	1,87,14,395
ii) Loans	89,07,123	-	89,07,123
iii) Other Financial Assets	5,25,000		5,25,000
c) Deferred Tax Assets	2,726	-	2,726
d) Other non-current assets	7,61,423		7,61,423
2) Current Assets			
a) Inventories	-	-	-
b) Financial Assets			
i) Trade Receivables	9,86,34,840	-	9,86,34,840
ii) Cash and Cash Equivalents	4,20,111	-	4,20,111
iii) Loans	-	-	-
c) Current tax Assets	3,97,810	-	3,97,810
d) Other Current Assets	2,31,159	-	2,31,159
Total	12,86,90,524	-	12,86,90,524

Equity and Liabilities			
1) Equity			
a) Equity Share Capital	5,40,00,000	-	5,40,00,000
b) Other Equity	45,55,653	-	45,55,653
2) Non Current Liabilities			
a) Deferred Tax Liabilities	-	-	-
3) Current Liabilities			
a) Financial Liabilities			
i) Borrowings	5,00,000	-	5,00,000
ii) Trade Payables	6,90,19,364	-	6,90,19,364
iii) Other Financial Liabilities	-	-	-
b) Current tax liabilities	6,15,507		6,15,507
c) Other Current Liabilities	0	-	0
Total	7,01,34,871	-	7,01,34,871

Reconciliation of Balance Sheet as at March 31, 2019

Assets	Regrouped	Ind AS	Ind AS
1) Non-Current Assets			
a) Property, Plant & Equipment	74,801	-	74,801
b) Financial Assets			
i) Investments	21,714,395	-	21,714,395
ii) Loans	7,407,123	-	7,407,123
iii) Other Financial Assets	25,000		25,000
c) Deferred Tax Assets	2,726	-	2,726
d) Other non-current assets	7,61,423	-	7,61,423
2) Current Assets			
a) Inventories	-	-	-
b) Financial Assets			
i) Trade Receivables	119,964,853	-	119,964,853
ii) Cash and Cash Equivalents	54,958	-	4,20,111
iii) Loans	-	-	-
c) Current tax Assets	496,014	-	496,014
d) Other Current Assets	2,31,159	-	2,31,159

Total	157,931,172	-	157,931,172
Equity and Liabilities			
1) Equity			
a) Equity Share Capital	5,40,00,000	-	5,40,00,000
b) Other Equity	9,508,902	-	9,508,902
2) Non Current Liabilities			
a) Deferred Tax Liabilities	-	-	-
3) Current Liabilities			
a) Financial Liabilities			
i) Borrowings	275,000	-	275,000
ii) Trade Payables	92,466,919	-	92,466,919
iii) Other Financial Liabilities	-	-	-
b) Current tax liabilities	1,639,798	-	1,639,798
c) Other Current Liabilities	40,553	-	40,553
Total	157,931,172	-	157,931,172

Reconciliation of Statement of Profit and Loss for the year ended March 31, 2019

(Amount in Rs.)

	Regrouped	Ind AS	Ind AS
Revenue from Operations	28,410,732	-	28,410,732
Other Income	0	-	0
Total Income	28,410,732	-	28,410,732
Expenses			
Purchases of Stock-In-Trade	28,634,909	-	28,634,909
Changes in Inventories of Stock-In-Trade	(7,198,720)	-	(7,198,720)
Employee Benefit Expenses	76,935	-	76,935
Finance Cost	-	-	-
Depreciation and Amortisation Expense	21,136	-	21,136
Other Expenses	673,223	-	673,223
Total Expenses	22,207,483	-	22,207,483
Profit Before Tax	6,203,249	-	6,203,249
<i>Tax Expense</i>			

Current Tax	1,250,000	-	1,250,000
Deferred Tax	-	-	-
Profit for the period	4,953,249	-	4,953,249
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the	4,953,249	-	4,953,249

35. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

36. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates
Chartered Accountants
Firm Regn No: 106156W

For Osiajee Texfab Limited

SD/-
S C Mehra
Partner
Membership No. 039730
Place : Mumbai
Date: June 30, 2020

SD/- SD/-
(Vidya Gawand) (Lalit Sarwar)
Director CEO
Din No. 001755987 Din No. 8051691

SD/-
(Swapnil Vyas)
Chief Financial Officer

OSIAJEE TEXTFAB LIMITED

CIN: L17299GJ1995PLC024606

Registered Office: Shop-2018/2019, Royal Gr. Flr, SY-3/2885/B/2/B, Ambaji Market,
Kamela Darwaja, Ring Road, Surat-395002

Tel No.: 8769941945, E-mail id: osiajee.textfab@gmail.com, Website: www.osiajeehdl.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER:

I hereby record my presence at the 25th Annual General Meeting of the Company held on Wednesday, December 30, 2020 at 12:00 p.m. at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130

Signature of Shareholder/Proxyholder

Note:

Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

OSIAJEE TEXTFAB LIMITED

CIN: L17299GJ1995PLC024606

Registered Office: Shop-2018/2019, Royal Gr. Flr, SY-3/2885/B/2/B, Ambaji Market,
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PROXY FORM

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

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./Client ID/DP ID : _____

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

Name: _____
Address: _____

Email ID: _____
Signature: _____ or failing him

Name: _____
Address: _____

Email ID: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company held on Wednesday, December 30, 2020 at 12:00 p.m. at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of financial statements for the year ended as at March 31, 2020 and Reports of Directors' and Auditors' thereon.
2. Re-appointment of Ms. Vidya Gawand (DIN: 07155987, who retires by rotation).

Special Business:

3. Regularisation of Appointment of Mr. Mehul Jagdish Modi as an Executive Director.
4. Regularisation of Appointment of Mr. Dheeraj Kumar Mishra as Non-Executive Independent Director.

Signed this _____ day of _____ 2020.

Signature of Shareholder

Signature of the proxy (holders)

- Notes:**
1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
 2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

**SHOP-2018/2019, ROYAL GR. FLR,
SY-3/2885/B/2/B, AMBAJI MARKET,
KAMELA DARWAJA,
RING ROAD,
SURAT-395002.**