

# ***OSIAJEE TEXTFAB LIMITED***

***22<sup>ND</sup> ANNUAL REPORT  
2016-17***

# COMPANY INFORMATION

## BOARD OF DIRECTORS

- Lalitkumar Purohit (Chairman & Non-Executive Director)
- Umesh Gawand (Managing Director)
- Tejas Mhatre (Non-Executive Director)
- Manish Kumar Gupta (Independent Non-Executive Director)
- Vidya Gawand (Non-Executive Director)
- Vikramjit Singh (Independent Non-Executive Director)
- Yogesh Pahuja (*Ceased w.e.f. 11<sup>th</sup> February, 2017*)

## KEY MANAGERIAL PERSONNELS

- Manoj Purohit (Chief Financial Officer)
- Anita Jaiswal (Company Secretary)  
(*ceased w.e.f. 11<sup>th</sup> August, 2017*)
- Vaibhavi Shah (Company Secretary)  
(*w.e.f 11<sup>th</sup> August, 2017*)

## BANKERS

HDFC Bank Ltd.

## AUDITORS

M/s. Sudhir Desai & Co.  
(Chartered Accountants)

## SECRETARIAL AUDITORS

M/s. Mayank Arora & Co.  
(Practising Company Secretaries)

## REGISTERED OFFICE

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

CORPORATE OFFICE: 599,  
Kapadia Chambers, 404, 4<sup>th</sup> Floor,  
J.S.S. Road, Chira Bazar, Mumbai-  
400002

## REGISTRAR AND SHARE TRANSFER AGENT

Purva Share Registry

Unit No. 9, Shiv Shakti Ind. Estt., J.R.  
Boricha Marg, Opp. Kasturba  
Hospital Lane, Lower Parel (E),  
Mumbai-400011)

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**OSIAJEE TEXTFAB LIMITED**

CIN: L17299GJ1995PLC024606

Registered Office: 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad Surat-394130 Gujrat.

Corp Off.:599, Kapadia Chambers, 404, 4<sup>th</sup> Floor, J.S.S. Road, Chira bazaar, Mumbai- 400002.

Tel No.: 9920291747, E-mail id: [osiajee.textfab@gmail.com](mailto:osiajee.textfab@gmail.com), Website: [www.osiajeehdl.com](http://www.osiajeehdl.com)

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**NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of M/s. OSIAJEE TEXTFAB LIMITED will be held on Saturday, **September 30, 2017** at 5:00 p.m. at the registered office of the Company situated 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, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Lalitkumar Purohit (DIN: 01201867), who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS**

3. Appointment of Statutory Auditors of the Company

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Pathik Maniyar & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co., Chartered Accountants, Mumbai

RESOLVED FURTHER THAT M/s. Pathik Maniyar & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 22<sup>nd</sup> AGM, (i.e. this AGM) to the conclusion of the 27<sup>th</sup> AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

Registered Office:  
362, Anjani Industrial Estate,  
Vibhaag-3, Gothan, Olpad Surat,  
Gujrat- 394130.

By Order of the Board of Directors  
Osiajee Texfab Limited

Place: Surat  
Date: 2<sup>nd</sup> September, 2017

Umesh Gawand  
Managing Director  
DIN: 00175078

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. 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.
3. 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.
4. 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.
5. The Company has notified closure of Register of Members and Share Transfer Books from September 25, 2017 to September 30, 2017 (both days inclusive) for the purpose of annual book closure.
6. 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.
7. 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.
8. 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. Purva Share Registry (India) Pvt. Ltd 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.
9. 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. Purva Share Registry (India) Pvt. Ltd., Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400011.
  10. 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.
  11. The Annual Report 2016-17 and Notice of the 22<sup>nd</sup> 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.
  12. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.osiajeehd.com](http://www.osiajeehd.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](mailto:osiajee.textfab@gmail.com)

13. 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. Mayank Arora & Co., Company Secretaries, Mumbai (ACS No. 33328, CP. No. 13609) 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 27<sup>th</sup> September, 2017 (9:00 a.m.) and ends on 29<sup>th</sup> September, 2017 (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 23<sup>rd</sup> September, 2017 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:
  1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on Shareholders
  3. Enter their User ID
    - a. For CDSL use the 16-digit beneficiary ID
    - b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID
    - c. Members holding shares in the physical Form should enter the Folio Number registered with the Company.
  4. Next, enter the Image Verification as displayed and Click on Login

5. If shareholders hold shares in demat form and have previously logged on to [www.evotingindia.com](http://www.evotingindia.com) and have voted earlier on a poll of any company, then the existing password is to be used.
6. First time users should follow the following steps:

| For Members holding shares in demat and physical forms |   |
|--|---|
| PAN  | <ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number provided on the address label.</li> </ul>                                  |
| Dividend Bank Details<br>OR Date of Birth<br>(DOB)     | <ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.</li> <li>• If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (3)</li> </ul> |

7. After entering these details appropriately, click on 'SUBMIT' tab
8. Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for **OSIAJEE TEXTFAB LIMITED** to vote.
11. 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.
12. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
13. 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.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page.
16. If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system.

**Note for Non – Individual Shareholders and Custodians**

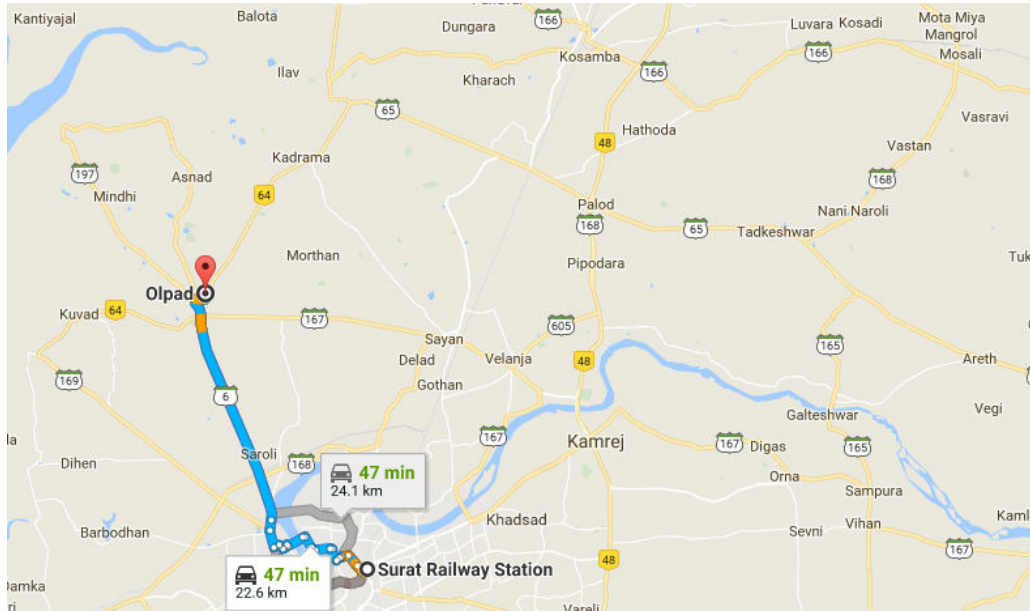
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).*

14. 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.
15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.osiajeehdl.com](http://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.



### ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

M/s. Sudhir M Desai & Co., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to certain unavoidable circumstances, resulting into a casual vacancy as elucidated in Section 139(8) of the Companies Act, 2013. Since, the Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting; the Board proposes that M/s. Pathik Maniyar & Co., Chartered Accountants be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sudhir M Desai & Co.

M/s. Pathik Maniyar & Co., Chartered Accountants have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s. Pathik Maniyar & Co., is a firm of Chartered Accountants based in Mumbai. They undertake various professional assignments in several specialized fields. Also, they are engaged in Management Audits like Internal Audit, Stock Audit, Fixed Asset verification etc., Share valuation, Accounting Services & many more. M/s. Pathik Maniyar & Co., have duly conveyed their assent to be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused.

Accordingly, Ordinary Resolution, recommended by the Board is submitted to the meeting for the consideration and approval of members.

None of the Directors/Key Managerial Personnel of the Company or their relatives, in any way are concerned or interested in the said resolution as set out at Item No. 4.

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)

|   |  |
|---|--|
| Name of Director  | Lalitkumar Purohit   |
| DIN   | 01201867   |
| Date of Birth   | 02/01/1979   |
| Date of Appointment   | 21.10.2005   |
| Brief Profile   | Mr. Purohit has good knowledge and experience in the field of accountancy and Management. The company under his able guidance, from the last few years, has grown tremendously and has been able to maintain a steady and sustainable growth rate. |
| Qualifications  | Graduate   |
| Directorship in other Public limited Companies  | None   |
| No. of Shares held in the Company<br>Own<br>Beneficial Basis                                | Nil<br>Nil   |
| Relationship with other Directors,<br>Manager and other Key Managerial<br>Personnel         | None   |
| Chairman/Member of the Committee<br>of the Board of Directors of the<br>Company             | One (Stakeholders' Relationship Committee- Chairman)   |
| Chairman/Member of the Committee<br>of the Board of Directors of other<br>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.*