

# Omnitex Industries (India) Limited

(CIN L17100MH1987PLC042391)



## 35th ANNUAL REPORT 2020-2021



**Omnitex Industries (India) Limited**



## **Omnitex Industries (India) Limited**

<b>Board of Directors</b>	Mr. Amit R. Dalmia Mr. Narendra Dalmia Mr. Ashok M. Bhawnani Mr. Durgaprasad S. Sabnis Mr. J. Ramakrishnan Mrs. Sonu Fernandes	Chairman & Non-Executive Independent Director Managing Director Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Independent Director
<b>Auditors</b>	Tembey & Mhatre, Chartered Accountants	
<b>Registrars &amp; Transfer Agents</b>	Adroit Corporate Services Pvt. Ltd. 18/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.	
<b>Registered Office</b>	Sabnam House, Ground Floor, Plot No. A 15/16, Central Cross Road B, MIDC, Andheri (East), Mumbai - 400 093.	
<b>CIN</b>	L17100MH1987PLC042391	
<b>Website</b>	<a href="http://www.omnitex.com">www.omnitex.com</a>	
<b>Email</b>	<a href="mailto:info@omnitex.com">info@omnitex.com</a>	

### **35<sup>th</sup> Annual General Meeting**

Date : 30<sup>th</sup> September, 2021  
Day : Thursday  
Time : 10.00 a.m.  
Venue : 'Sabnam House'  
Plot No. A 15 /16, Central Cross Road B,  
M.I.D.C., Andheri (East),  
Mumbai-400093.

**Members are requested to bring their copies of the Annual Report to the Annual General Meeting**

**NOTICE**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of M/s. Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) will be held on Thursday, the 30<sup>th</sup> September, 2021, at 10.00 a.m., at the registered office of the Company situated at 'Sabnam House' Ground Floor, Plot No. A 15 /16, Central Cross Road B, M.I.D.C., Andheri (East), Mumbai-400093, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement including Balance Sheet as at 31<sup>st</sup> March 2021, the statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2021 together with Reports of the Board of Directors and Auditors thereon.
2. To Re-appoint Mr. Ashok Metharam Bhawnani (DIN: 00058344) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution by approving the appointment of M/s. JMT & Associates, Chartered Accountants (ICAI Firm Registration No. 104167W) as Statutory Auditors of the Company in place of retiring auditors M/s. Tembey & Mhatre, Chartered Accountants (FRN – 116359W).

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 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. JMT & Associates, Chartered Accountants (ICAI Firm Registration No. 104167W), be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s. Tembey & Mhatre, Chartered Accountants (FRN – 116359W), who shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting for a period of 5 consecutive years until the conclusion of the Annual General Meeting to be held in the year 2026 on a remuneration of Rs. 75,000 per annum (exclusive of taxes and reimbursement of out-of-pocket expenses at actuals) for the financial year 2021-22 with authority to Board to increase an annual remuneration in consultation with Audit Committee and Statutory Auditor which is in line with the industry standards.”

**SPECIAL BUSINESS**

4. To appoint Ms. Kala Agarwal as an Independent Woman Director for a term of 5 (five) consecutive years and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Kala Agarwal (DIN: 08015576) who was appointed by the Board of Directors as an Additional Independent Woman Director of the Company with effect from August 13, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member, under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Kala Agarwal (DIN: 08015576), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 13, 2021 to August 12, 2026, be and is hereby approved.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, documents, instruments and things as may be necessary to give effect to the above resolutions, including, entering the necessary particulars in the statutory registers and other records of the Company and filing such other documents and doing such



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other acts as may be required under law in connection with the above resolutions including filing of e-Form DIR-12 on MCA site to give effect to aforesaid resolution.”

By order of the Board of Directors  
For Omnitex Industries (India) Limited

Place: Mumbai  
Date: 13.08.2021

**Narendra Dalmia**  
**Managing Director**  
**DIN 00071559**

**Ashok M Bhawnani**  
**Director**  
**DIN 00058344**

**Registered Office:** Sabnam House, Ground Floor,  
Plot No A15/16, Central Cross Road B,  
MIDC, Andheri (East), Mumbai – 400093  
**CIN:** L17100MH1987PLC042391  
**Website:** <http://www.omnitex.com>  
**Email:** [info@omnitex.com](mailto:info@omnitex.com)  
**Tel:** +91 22 4063 5100

### Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other Member. The holder of proxy shall prove his identity at the time of attending the meeting.
4. The Register of Members and Share transfer books of the Company will remain closed from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (both days inclusive)
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
7. Members are requested to intimate the change of address, if any, to the Registrar and Share Transfer Agents M/s. Adroit Corporate Services Private Limited, 18/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400059.
8. 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.
9. Members desiring any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
10. As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
11. The Members who wish to take advantage of the nomination facility, can obtain the prescribed nomination form, from the Company's Registrar and Transfer Agent.

12. Brief Resume of Person proposed to be re-appointed / appointed as Director of the Company at the Annual General Meeting is annexed to notice.
13. Disclosure with respect to Demat suspense account / unclaimed suspense account  
Information pursuant to Regulation 34 (3) read with Clause F of Schedule V of LODR. As on date of this report, the Company does not have any demat suspense account / unclaimed suspense account and hence no information is provided.
14. Voting through electronic means:
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using e-voting from a place other than the venue of the meeting. ("Remote e-voting")
  - II. The facility for voting through ballot shall be made available at the venue of meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot.
  - III. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - IV. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
  - V. Mr. Shivhari Jalan Practicing Company Secretary (Membership No. FCS 5703, CP NO.4226) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. (Both Remote e-voting and ballot voting)
  - VI. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> September, 2021.
  - VII. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 23<sup>rd</sup> September, 2021 only shall be entitled to avail the facility of Remote e-voting or voting at meeting venue.
  - VIII. The voting period begins on 27<sup>th</sup> September, 2021 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e 23<sup>rd</sup> September, 2021) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - IX. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorised by him in this behalf. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.omnitex.com](http://www.omnitex.com) and on the website of CDSL and communicated to BSE Limited.
  - X. Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 30<sup>th</sup> September, 2021.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27<sup>th</sup> September, 2021 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23<sup>rd</sup> September, 2021) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



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- (iii) Click on Shareholders/ Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Omnitex Industries (India) Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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 & enter the details as prompted by the system.

(xviii) 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.

**(xix) 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.

(xx) 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).

15. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 a.m. to 5:00 p.m.) on all working days except Saturday and Sunday, up to and including the date of the Annual General Meeting of the Company.
16. The Company’s Equity Shares are listed at BSE Limited with script code 514324 and Listing Fees for the Financial Year 2021-22 has been paid.

By order of the Board of Directors  
For Omnitex Industries (India) Limited

**Narendra Dalmia**  
Managing Director  
DIN 00071559

**Ashok M Bhawnani**  
Director  
DIN 00058344

Place: Mumbai  
Date: 13.08.2021

**Registered Office:** Sabnam House, Ground Floor,  
Plot No A15/16, Central Cross Road B,  
MIDC, Andheri (East), Mumbai – 400093  
**CIN:** L17100MH1987PLC042391  
**Website:** <http://www.omnitex.com>  
**Email:** [info@omnitex.com](mailto:info@omnitex.com)  
**Tel:** +91 22 4063 5100





## Omnitex Industries (India) Limited

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

#### Item No. 3

M/s. Tembey & Mhatre, Chartered Accountants (FRN – 116359W) were appointed as Statutory Auditors of the Company at the 31<sup>st</sup> AGM held on September 29, 2017 to hold office until the conclusion of the 35<sup>th</sup> AGM.

The Board proposes to appoint M/s. JMT & Associates, Chartered Accountants (FRN - 104167W) as Statutory Auditors of your Company in place of retiring auditors M/s. Tembey & Mhatre, Chartered Accountants (FRN - 116359W) for a period of 5 (Five) years commencing from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the year 2026.

M/s. JMT & Associates have consented to act as statutory auditors of the Company for a period of 5 (Five) years commencing from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the year 2026 and given a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

The proposed fee for the said appointment will be Rs. 75,000/-per annum (exclusive of taxes and reimbursement of out-of-pocket expenses at actuals but includes fees for Limited Review and Certifications) for the financial year 2021-22 with authority to Board to increase an annual remuneration in consultation with Audit Committee and Statutory Auditor which is in line with the industry standards.

The Audit Committee has taken into account the experience and expertise of the auditors and recommended them to the Board for appointment.

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

#### Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Kala Agarwal, as an Additional Director of the Company and also an Independent Woman Director, not liable to retire by rotation, for a term of 5 years i.e. from August 13, 2021 to August 12, 2026, be and is hereby approved, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Ms. Kala Agarwal shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

The Company has received a declaration from Ms. Kala Agarwal to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Ms. Kala Agarwal fulfils the conditions specified in the Act for appointment as Independent Woman Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open electronically during the AGM.

Further details of Ms. Kala Agarwal have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Kala Agarwal as an Independent Woman Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except Ms. Kala Agarwal and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

By order of the Board of Directors  
For Omnitex Industries (India) Limited

**Narendra Dalmia**  
Managing Director  
DIN 00071559

**Ashok M Bhawnani**  
Director  
DIN 00058344

Place: Mumbai  
Date: 13.08.2021

**Registered Office:** Sabnam House, Ground Floor,  
Plot No A15/16, Central Cross Road B,  
MIDC, Andheri (East), Mumbai – 400093  
**CIN:** L17100MH1987PLC042391  
**Website:** <http://www.omnitex.com>  
**Email:** [info@omnitex.com](mailto:info@omnitex.com)  
**Tel:** +91 22 4063 5100



### ANNEXURE TO NOTICE

**DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.**

Sr. No	Particular	Details	Details
1.	Name of Director	Mr. Ashok Metharam Bhawnani	Ms. Kala Agarwal
2.	DIN / PAN	00058344	08015576
3.	Date of Appointment	29-05-2015	13-08-2021
4.	Experience	41 years	21 years
5.	Nature of expertise in specific functional areas	Mr. Ashok M Bhawnani is the main promoter of the Company and is having more than 41 years of Experience.	Ms. Kala Agarwal is a Fellow Member of Institute of Company Secretaries of India. She is a Practicing Company Secretary since 2003 and has vast experience of more than 21 years.  Her area of service includes Company Law and Secretarial Compliance, RBI & Forex Laws Compliance and Corporate Advisory. She appears before National Company Law Tribunal (NCLT), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Representation before Regional Directors (RD) of multiple regions, Representation before various Stock Exchanges.
6.	No of Shares Held of Company	9,25,380	Nil
7.	Directorship in other Listed Company	Nil	Pranavaditya Spinning Mills Limited
8.	Chairman/Member of Committees in listed Companies including Omnitex Industries (India) Limited	Nil	Omnitex Industries (India) Limited: <b>Member:</b> Audit Committee, Nomination and Remuneration Committee <b>Chairman:</b> Nil Pranavaditya Spinning Mills Limited: <b>Member:</b> Audit Committee, Nomination and Remuneration Committee <b>Chairman:</b> Nil
9.	Qualification	B.com, A.C.A.	B.Com, F.C.S., Insolvency Professional
10.	Disclosure of relationships between directors inter-se:	Promoter of the Company	Not related to other directors and Promoter of Company
11.	Functional Area	Non-Executive Director	Independent Woman Director



## Omnitex Industries (India) Limited

### DIRECTORS' REPORT

**Dear Members,**

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report together with the Audited Financial Statement of the Company for the financial year ended March 31, 2021.

#### 1. FINANCIAL RESULTS

	2020-21 (Rs. in Lacs)	2019-20 (Rs. in Lacs)
Revenue from Operation	213.67	40.40
Other Income	5.23	22.87
<b>Profit / (Loss) before Financial Charges, Depreciation and Tax</b>	<b>(8.95)</b>	<b>1.64</b>
Less Financial Charges	0.90	0.17
Depreciation	6.76	8.76
<b>Profit / (Loss) before Tax expenses</b>	<b>(16.61)</b>	<b>(7.29)</b>
Current Tax	0.00	0.00
Deferred Tax	0.00	0.00
MAT Credit Entitlement	0.00	(0.80)
Prior Period Adjustment for Taxes	0.11	0.00
	-----	-----
<b>Profit / (Loss) after Tax</b>	<b>(16.72)</b>	<b>(6.49)</b>
Add: Loss brought down from earlier year	(65.69)	(59.20)
Amount Carried to Reserves	0.00	0.00
	-----	-----
<b>Balance (Loss) carried to Balance Sheet</b>	<b>(82.41)</b>	<b>(65.69)</b>
	=====	=====

#### 2. DIVIDEND

In view of the carry forward losses, your Directors are not in a position to recommend any dividend for the year and regret for the same.

#### 3. TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to reserves for the year under review.

#### 4. THE STATE OF COMPANY'S AFFAIRS AND OUTLOOK

COVID-19 has impacted the business environment during the initial part of FY2020-21.

As of April 1, 2020, work from home was enabled to the employees to work remotely and securely. In spite of the difficult environment the company could improve the business and achieved a topline of Rs. 2.13 Cr as against Rs. 0.40 Cr in the previous year. However, Non-availability of rental income affected the PBT and PAT.

During the year under review, your Company has loss after tax of Rs.16.72 lacs as against Loss after tax of Rs.6.49 lacs during the previous year. The Company expects the situation to further improve in the year 2021-22. During the year under review, there is no change in the nature of business.

#### 5. POSTAL BALLOT

The Company has carried out a Postal Ballot to seek approval of Members for:

- Special Resolution: Approval for sell or dispose off immovable properties/assets of the Company

The Members of the Company have approved the aforesaid proposal with overwhelming requisite majority.

The Company has provided its Members with an e-voting facility in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, in order to enable them to exercise their voting rights by way of electronic means on the resolution proposed through Postal Ballot.

Mr. Shiv Hari Jalan, Practicing Company Secretary, Mumbai, was appointed as a scrutinizer for scrutinizing voting (both physical and e-voting) in a fair and transparent manner for the postal ballot conducted by the Company.

The notice of Postal Ballot / E-voting and the Postal Ballot forms, were sent to the Members and others concerned including Directors, Stock Exchange, Statutory Auditors etc. through permitted mode.

The notice of Postal Ballot / E-voting along with the Postal Ballot Form was also placed on the website of the Company.

The information about completion of dispatch of Postal Ballot Notice and Postal Ballot Form and the last date for receipt of reply from Shareholders was also given to the Shareholders by way of advertisement in the following newspapers viz. Active Times (English) [published on December 01, 2020] and Mumbai Lakshadeep (Marathi) [published on December 01, 2020]. The details are:

- i. The Company had completed the dispatch of the Postal Ballot Notice dated November 10, 2020 together with Explanatory Statement on November 30, 2020 along with form to all the shareholders whose name(s) appeared on the Registers of Members/list of beneficiaries as on November 20, 2020.
- ii. The voting under the Postal Ballot was kept open for e-voting from Tuesday, December 01, 2020 at 9.00 a.m. (IST) to Wednesday, December 30, 2020 till 5.00 p.m. (IST).
- iii. The Postal Ballot forms were kept under the safe custody of the Scrutinizer in locked ballot box before commencing the scrutiny of such postal ballot forms. All Postal Ballot forms received by the Scrutinizer upto 5.00 p.m. on Wednesday, December 30, 2020 had been considered for his scrutiny.

The results of the Postal Ballot/ E-voting are declared on January 01, 2021 and also been posted on the website of the Company i.e. <http://www.omnitex.com/> and also intimated to BSE Ltd on which the equity shares of the Company are listed and also uploaded on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The said resolutions were deemed to have been passed on result declaration date i.e. January 01, 2021.

## 6. BOARD MEETINGS / COMMITTEE MEETINGS

### Board Meetings

Five Board Meetings were held in the year 2020-21 and the gap between two Board Meetings did not exceed 120 days. The same were held on 16<sup>th</sup> April, 2020, 30<sup>th</sup> June, 2020, 18<sup>th</sup> August, 2020, 10<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021.

Name of the Directors	No of Meeting entitled to attend	Board Meetings Attended During 2020-21
Mr. Ashok M. Bhawnani	5	5
Mr. Narendra Kumar Dalmia	5	5
Mr. Amit R. Dalmia	5	5
Mr. Durgaprasad S. Sabnis	5	5
Mr. J. Ramakrishnan	5	5
Mrs. Sonu Fernandes	3	3



## Omnitex Industries (India) Limited

### Audit Committee

The composition of the Audit Committee is as under:

Name of the Member	Chairman / Member	No of Meeting entitled to attend	Meetings Attended During 2020-21
Mr. Amit R. Dalmia	Chairman	4	4
Mr. J. Ramakrishnan	Member	4	4
Mrs. Sonu Fernandes	Member	3	3
Mr. Durgaprasad S. Sabnis	Member	1	1

The Board has accepted all recommendations of Audit committee. Four meetings of Audit committee were held in the year 2020-21 on 30<sup>th</sup> June, 2020, 18<sup>th</sup> August, 2020, 10<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021.

Mr. Durgaprasad S. Sabnis was appointed Member of audit committee w.e.f. 6<sup>th</sup> April, 2020 and Mrs. Sonu Fernandes has been appointed as a member of audit committee w.e.f. 30<sup>th</sup> June, 2020. Mr. Durgaprasad S. Sabnis ceased to be Member of audit committee w.e.f. closure of business hours on 30<sup>th</sup> June, 2020.

### Nomination and Remuneration Committee

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

Name of the Member	Chairperson / Member	No of Meeting entitled to attend	Meetings Attended During 2020-21
Mr. Amit R. Dalmia	Chairman	3	3
Mr. Durgaprasad Sabnis	Member	3	3
Mr. J. Ramakrishnan	Member	2	2
Mrs. Sonu Fernandes	Member	1	1

Three meetings of Nomination and Remuneration Committee were held in the year 2020-21 and the meetings were held on 16<sup>th</sup> April, 2020, 30<sup>th</sup> June, 2020 and 18<sup>th</sup> August, 2020.

Mr. J. Ramakrishnan was appointed Member of Nomination and Remuneration Committee w.e.f. 6<sup>th</sup> April, 2020 and Mrs. Sonu Fernandes has been appointed as a member of Nomination and Remuneration Committee w.e.f. 30<sup>th</sup> June, 2020. Mr. J. Ramakrishnan ceased to be Member of Nomination and Remuneration Committee w.e.f. closure of business hours on 30<sup>th</sup> June, 2020.

### Stakeholder Relationship Committee / Share Transfer Committee

The composition of Stakeholder Relationship Committee is as under:

Name of the Member	Chairman / Member	No of Meeting entitled to attend	Meetings Attended During 2020-21
Mr. Durgaprasad Sabnis	Chairman	1	1
Mr. J. Ramakrishnan	Member	1	1

One meeting of Stakeholder Relationship Committee / Share Transfer Committee was held in the year 2020-21 on 12<sup>th</sup> February, 2021.

### Independent Directors Meeting:

During the financial year ended March 31, 2021 one meeting of the Independent Directors was held on 12.02.2021 and in which both the Independent Directors has attended the meeting.

## 7. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis.
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**8. STATEMENT ON INDEPENDENT DIRECTORS**

The Independent Directors have submitted declaration about their independency confirming that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013.

**9. DISCLOSURE OF COMPANY'S POLICY ON DIRECTOR'S, KMP APPOINTMENT & CRITERIA ETC.**

The Company's policy relating to appointment of Directors, payment of managerial remuneration, Directors qualifications, positive attributes, Independence of Directors and other related matters as provided under section 178(3) of the Companies Act 2013 is furnished as **Annexure "III"** to this report. The said policy is also available on Company's website [www.omnitex.com](http://www.omnitex.com).

**10. COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK****Statutory Auditor**

The Notes on Financial Statements referred to in the Auditor's report are self-explanatory. There are no qualifications, adverse remark or reservations in the Auditors' report.

**Secretarial Auditor**

Members attention is invited to the observation in the Report of Secretarial Auditor regarding Directors reply to the observation of Secretarial Auditor:

- i. Post resignation of existing independent women director w.e.f. 15.02.2020. The Company was required to appoint another Independent women director on or before 15.05.2020 however the Company has appointed Independent Women Director w.e.f. 30.06.2020.

Ms. Geeta Pardiwalla has resigned as Woman Independent Director w.e.f. 15th February, 2020. Pursuant to provision of the Rule 3 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, intermittent vacancy of a woman director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later. The Company has identified the Independent Woman Director in the first quarter of 2020. However, mainly due to the ongoing lockdown to prevent further spread of Coronavirus (COVID-19) pandemic, the Digital Signature ("DSC") which is mandatory to obtain a DIN could not be obtained in March 2020. The DSC was obtained in Month of June 2020. The DIN was allotted to Mrs. Sonu Fernandes on June 22, 2020 and hence in next Board meeting held on June 30, 2020 after obtaining DIN, the Board of Directors approved the appointment of Mrs. Sonu Fernandes an Additional Director (Woman Independent) of the Company w.e.f June 30, 2020. Pursuant to appointment of Mrs. Sonu Fernandes, The composition of the Board and committees of Board is in line with requirements of Companies Act, 2013.



## Omnitex Industries (India) Limited

- ii. During the closure of trading window a Relative of promoter has purchased 9,273 shares.

The Spouse of one of the promoter group shareholder, had bought 9,273 shares during Closure of Trading Window without the knowledge of the relevant member. The spouse had informed that he is financially Independent and do not consult the member in taking decisions relating to trading in securities.

Based on the submission, the Board of Directors in consultation with Audit Committee has concluded that this was an inadvertent trade made without intent to violate the Company Insider Trading Policy or SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations").

### 11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

#### Loans

The Company has not given any Loan during the current year and there is no Loan Given as at 31<sup>st</sup> March, 2021.

#### Guarantees

The Company has not given any Guarantees or provided any security during the current year and there is no outstanding guarantee / security as at 31<sup>st</sup> March, 2021.

#### Investments

Company has not made any fresh / additional investments during the current year. Company is carrying forward the investments made in earlier years, in the equity of Strata Geosystems (India) Private Limited amounting to Rs. 3,23,30,880/-.

### 12. RELATED PARTY TRANSACTIONS

There were no Transactions of sale, purchase or supply of materials; sale, disposal, purchase of property of any kind, leasing of property of any kind, availing or rendering of any services, appointment as agent, appointment to any office or place of profit, underwriting etc. with Related Parties within the meaning and scope of Section 188 of Companies Act, 2013. Thus the information pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company.

### 13. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which this financial statement relates and the date of the report.

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

Disclosure pertaining to Conservation of energy, technology absorption, are not applicable to your company during the year under review.

There was no foreign exchange inflow or outflow during the year under review.

### 15. RISK MANAGEMENT

The Company has identified three major areas with potential risk that may threaten the existence of the company.

#### 1. Investment risk

The Company is continuously monitoring the performance of the Strata Geosystems (India) Private Limited to ensure that the company has adequate time to take necessary precautions in the event of potential loss to its Investment.

#### 2. Property risk

All the properties of the company are adequately insured.

**3. Financial Risk**

The Financial Risks are dealt with in the notes to the accounts.

**16. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 are not applicable to your Company for the current year.

**17. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee.

A structured questionnaire was prepared after taking into consideration inputs received from the 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.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

**18. FAMILIARIZATION PROGRAMS OF INDEPENDENT DIRECTORS**

Your Company has established well defined familiarization and induction program. Further, at the time of the appointment of an Independent Director, the Company issues a Letter of appointment outlining his / her role, function, duties and responsibilities.

**19. JOINT VENTURE / SUBSIDIARY / ASSOCIATE COMPANY**

Company does not have any subsidiary / other associate company. Thus the provision of information in form AOC-1 is not applicable to the Company.

No Company has become or ceased to become the subsidiary or associate company of your company during the year under review.

During the year under review the Company has terminated the agreement with Strata Systems INC and Strata Geosystems (India) Private Limited.

**20. DIRECTORS AND KMP**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Ashok Metharam Bhawnani (DIN: 00058344) is retiring by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

Mrs. Sonu Fernandes (DIN: 08769215) was appointed as an Additional Independent Director for a period of five years with effect from June 30, 2020 at the meeting of Board of Directors held on June 30, 2020. The appointment of Mrs. Sonu Fernandes (DIN: 08769215) was confirmed by the shareholders of the company at the Annual General Meeting held on 30<sup>th</sup> September, 2020.

Ms. Karishma Waghela has been appointed as Company Secretary and compliance officer w.e.f. 16<sup>th</sup> April, 2020.

**21. DISCLOSURE PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF COMPANIES (APPOINTMENTS AND REMUNERATION) RULES 2014**

1. None of the Directors of the Company is drawing any remuneration other than sitting fees. Hence the information in respect of ratio of remuneration of each director to the median remuneration of employees etc., are not provided. Other information are:





## Omnitex Industries (India) Limited

- I. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:  
During the financial year, there is no increase in remuneration drawn by the Chief Financial Officer and Company Secretary.
  - II. Percentage increase in median remuneration of each directors, CFO, CEO, CS or manager if any in the FY : NIL
  - III. The percentage increase in the median remuneration of employees in the FY: NIL
  - IV. The No. of Permanent Employees on the roll of Company: 2
  - v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - No increase in remuneration
  - vi. Affirmation that the remuneration is as per the remuneration policy of the Company – we affirm that the Company is paying remuneration as per the policy of the company.
2. As there were no employees drawing remuneration more than the limit prescribed under rule 5 of Companies (Appointments and Remuneration) Rules 2014 as amended from time to time, the same information is not provided.
- Statement showing the names of the top 10 employees in terms of remuneration drawn shall be provided on request.

### 22. AUDITORS

#### Statutory Auditor

M/s. Tembey & Mhatre, Chartered Accountants were appointed as Auditors of the Company for a term of 4 (four) consecutive years i.e. upto the conclusion of AGM to be held in the year 2021. As the term of present auditor expires at this AGM, it is recommended to appoint M/s. JMT & Associates, Chartered Accountants having registration no. 104167W for the period of 5 years from conclusion of ensuing AGM till the Conclusion of AGM to be held in year 2026 in place of retiring auditors.

The audit report of M/s. Tembey & Mhatre on the Financial Statements of the Company for the financial year 2020-21 forms part of this report

#### Secretarial Auditor

Mr. Shiv Hari Jalan, Company Secretary (Membership No. FCS 5703, CP NO. 4226) has been appointed as Secretarial Auditor for the Financial year 2020-21. The Secretarial audit report as issued is annexed herewith.

#### Cost Auditor

The appointment of cost auditor is not applicable to the company.

### 23. DEPOSITS

The Company has not accepted / renewed any deposits during the year and is also not carrying forward any deposits.

### 24. SIGNIFICANT AND MATERIAL ORDER IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No Significant and Material order was passed by any authority during the year under review impacting the going concern status and company's operation in future.

### 25. INTERNAL FINANCIAL CONTROLS

M/s. A. S. Sureka & Associates Chartered Accountants, Mumbai is re-appointed as the Internal Auditors of the company for the Financial Year 2020-21. Based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

**26. VIGIL MECHANISM**

The Company has established a vigil mechanism and oversees through the Audit Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of Employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of Company's employees and the Company. The Vigil Mechanism Policy is available on Company's Website [www.omnitex.com](http://www.omnitex.com).

**27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report as per Regulation 34 of SEBI (LODR) Regulations, 2015, is annexed to this Board Report as **"Annexure IV"**.

**28. STATEMENT ON COMPLIANCES OF SECRETARIAL STANDARDS:**

The Board of Directors have complied with applicable Secretarial Standards as specified u/s. 118 of Companies Act, 2013.

**29. EXTRACT OF ANNUAL RETURN:**

As provided under Section 92(3) of the Companies Act, 2013 the extract of Annual Return is given in **Annexure- "II"** in the prescribed Form MGT-9, which forms part of this report.

**30. REPORT ON THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013.**

The Company has in place a policy for prevention of Sexual Harassment at the Workplace in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In terms of section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, we report that, during 2020-21, no case has been reported under the said act.

**31. CORPORATE GOVERNANCE REPORT**

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of Listing Regulations shall not apply in respect of paid up share capital of the company is not exceeding Rs. 10 Crores and Net worth is not exceeding Rs. 25 Crores as on the last day of previous financial year. In view of the above separate corporate governance report is not provided.

**32. UNCLAIMED DIVIDEND AND UNCLAIMED SHARES**

As at March 31, 2021 there is no unpaid/ unclaimed Dividend and the shares to be transferred to the Investor Education & Protection Fund.

**33. BUSINESS RESPONSIBILITY REPORT**

Pursuant to Regulation 34 of the SEBI Listing Regulations, top one thousand listed entities based on market capitalization (calculated as on March 31 of previous financial year) shall provide Business Responsibility Report for the financial year 2020-21. The Company is outside the top thousand listed entities. In view of this, Business Responsibility Report is not applicable.

**34. CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

Your Company has in place a Code of Conduct for Prohibition of Insider, which lays down the process for trading in securities of the Company by the Designated Persons and to regulate, monitor and report trading by the employees of the Company either on his/her own behalf or on behalf of any other person, on the basis of Unpublished Price Sensitive Information. The aforementioned amended Code, as amended, is available on the website of the Company.



## Omnitex Industries (India) Limited

### 35. ISSUE OF SHARES ETC.

- i. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- ii. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- iii. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### 36. FOLLOWING MATTERS WERE NOT APPLICABLE TO THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021 AND THUS NO COMMENTS ARE REQUIRED BY THE BOARD OF DIRECTORS ON THE SAME:

- i. Details of Voting Rights not exercised by the employee's u/s 67(3)(c) of Companies Act, 2013 r.w. Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- ii. There are no applications made by or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

### 37. LISTING WITH STOCK EXCHANGES:

The Company's Equity Shares are listed at BSE Limited with script code 514324. The Company confirms that it has paid the Annual Listing Fees for the year 2020-21 and 2021-22 to BSE where the Company's Shares are listed.

### 38. APPRECIATION

The Board of Directors records its grateful thanks to all the stakeholders of the Company for their continued support and co-operation.

By order of the Board of Directors  
For Omnitex Industries (India) Limited

Place: Mumbai  
Date: 30.06.2021

**Narendra Dalmia**  
**Managing Director**  
**(DIN 00071559)**

**Ashok M Bhawnani**  
**Director**  
**(DIN 00058344)**

**Annexure-“I”**

**Form No. AOC-2**

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

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

**1. Details of Contracts or Arrangements or transactions not at arm's length basis:**

SN	Particulars	Details	Details	Details	Details
a.	Name(s) of the related party	Not Applicable	Not Applicable	Not Applicable	Not Applicable
b.	Nature of relationship				
c.	Nature of contracts/arrangements/transactions				
d.	Duration of the contracts/ arrangements/ transactions				
e.	Salient terms of the contracts or arrangements or transactions including the value, if any				
f.	Justification for entering into such contracts or arrangements or transactions				
g.	Date(s) of approval by the Board				
h.	Amount paid as advances, if any:				
i.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188				

For Omnitex Industries (India) Limited

Place: Mumbai  
Date: 30.06.2021

**Ashok M Bhawnani**  
Director (DIN 00058344)

**Narendra Kumar Dalmia**  
Managing Director (DIN 00071559)

**2. Details of material contracts or arrangement or transactions at arm's length basis**

SN	a.	b.	c.	d.	e.	f.	g.
	Name of Related Party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ trans actions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
Nil							

During the financial year ended March 31, 2021 there were no Transactions with related Parties.

For Omnitex Industries (India) Limited

Place: Mumbai  
Date: 30.06.2021

**Ashok M Bhawnani**  
Director (DIN 00058344)

**Narendra Kumar Dalmia**  
Managing Director (DIN 00071559)



# Omnitex Industries (India) Limited

**Annexure-“II”**

**Form No. MGT-9**

## **EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31.03.2021**

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

### **I. REGISTRATION AND OTHER DETAILS:**

- i) CIN: : L17100MH1987PLC042391
- ii) Registration Date: : January 30, 1987
- iii) Name of the Company : : **OMNITEX INDUSTRIES (INDIA) LIMITED**
- iv) Category / Sub - Category of the Company: : Company Limited By Shares/Indian Non- Government Company
- v) Address of the Registered office and contact details: : Sabnam House' Ground Floor, Plot No. A 15 /16, Central Cross Road B, M.I.D.C., Andheri (East), Mumbai- 400093
- vi) Whether Listed Company (Yes / No) : Yes
- vii) Name, Address and Contact details of registrar and Transfer Agent, If any : Adroit Corporate Services Private Limited, 18/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Marol, Andheri (East), Mumbai - 400 059  
Phone: 022-42270400, 28594060 Fax: 022-28503748  
Contact Person: Mr. Sandeep Holam  
E-mail: info@adroitcorporate.com

### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

*(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)*

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1	Trading in textiles	461-4610-46101	100.00
	<b>Total</b>		<b>100.00</b>

### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :-**

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/Subsidiary/ associate	% of shares held	Applicable Section
1	Nil	Nil	Nil	Nil	Nil	Nil

#### IV. 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	
<b>A. PROMOTER(S)</b>									
(1) Indian									
a) Individual/ HUF	25,19,056	-	25,19,056	59.92	25,19,595	-	25,19,595	59.93	0.01
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
(Person Acting in Concert)									
(i) Corp. Bodies	1,62,663	1,000	1,63,663	3.89	1,58,663	1,000	1,59,663	3.80	(0.09)
(ii) Individual	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>26,81,719</b>	<b>1,000</b>	<b>26,82,719</b>	<b>63.81</b>	<b>26,78,258</b>	<b>1,000</b>	<b>26,79,258</b>	<b>63.73</b>	<b>(0.08)</b>
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>26,81,719</b>	<b>1,000</b>	<b>26,82,719</b>	<b>63.81</b>	<b>26,78,258</b>	<b>1,000</b>	<b>26,79,258</b>	<b>63.73</b>	<b>(0.08)</b>
<b>B. PUBLIC SHAREHOLDING</b>									
1. Institutions									
a) Mutual Funds	-	100	100	0.00	-	100	100	0.00	-
b) Banks / FI	200	-	200	0.00	200	-	200	0.00	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>200</b>	<b>100</b>	<b>300</b>	<b>0.01</b>	<b>200</b>	<b>100</b>	<b>300</b>	<b>0.01</b>	<b>-</b>
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	5,64,686	5,600	5,70,286	13.56	5,79,773	5,600	5,85,373	13.92	0.36
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals/HUF	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,86,032	2,25,450	5,11,482	12.17	2,90,913	2,25,350	5,16,263	12.28	0.11
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4,38,457	-	4,38,457	10.43	4,22,050	-	4,22,050	10.04	(0.39)
c) Others									
(i) NRI (individuals)	756	-	756	0.02	756	-	756	0.02	-
(ii) Directors	100	-	100	0.00	100	-	100	0.00	-
<b>Sub-total (B)(2)</b>	<b>12,90,031</b>	<b>2,31,050</b>	<b>15,21,081</b>	<b>36.18</b>	<b>12,93,592</b>	<b>2,30,950</b>	<b>15,24,542</b>	<b>36.26</b>	<b>0.08</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>12,90,231</b>	<b>2,31,150</b>	<b>15,21,381</b>	<b>36.19</b>	<b>12,93,792</b>	<b>2,31,050</b>	<b>15,24,842</b>	<b>36.27</b>	<b>0.08</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>39,71,950</b>	<b>2,32,150</b>	<b>42,04,100</b>	<b>100.00</b>	<b>39,72,050</b>	<b>2,32,050</b>	<b>42,04,100</b>	<b>100.00</b>	<b>-</b>



## Omnitex Industries (India) Limited

### (ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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 shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Gautam N Dalmia	2,57,270	6.12	-	2,57,809	6.13	-	0.01
2	Sun-N-Sand Investments and Finance Co. Pvt Ltd	1,62,663	3.87	-	1,58,663	3.78	-	(0.09)
3	Advani Kiron Gul	4,44,254	10.57	-	4,44,254	10.57	-	-
4	Ashok Metharam Bhawnani	9,25,380	22.01	-	9,25,380	22.01	-	-
5	Sun-N-Sand Hotel Pvt Ltd	1,000	0.02	-	1,000	0.02	-	-
6	Sangeeta Dalmia	1,150	0.03	-	1,150	0.03	-	-
7	Narendra Dalmia	6,46,720	15.38	-	6,46,720	15.38	-	-
8	Manorama Dalmia	2,44,282	5.81	-	2,44,282	5.81	-	-
	<b>Total</b>	<b>26,82,719</b>	<b>63.81</b>	<b>-</b>	<b>26,79,258</b>	<b>63.73</b>	<b>-</b>	<b>(0.08)</b>

### (iii). Change in Promoters' Shareholding ( please specify, if there is no change)[For each of the Promoter]

SN	Name of Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares	No. of Shares	% of total Shares
1	Sun-N-Sand Hotels Pvt Ltd	01-Apr-20	At the beginning of the Year	1,000	0.02	1,000	0.02
		31-Mar-21	At the end of the Year	-	-	1,000	0.02
2	Narendra Dalmia	01-Apr-20	At the beginning of the Year	6,46,720	15.38	6,46,720	15.38
		31-Mar-21	At the end of the Year			6,46,720	15.38
3	Sun-N-Sand Investments and Finance Co. Pvt Ltd	01-Apr-20	At the beginning of the Year	1,62,663	3.87	1,62,663	3.87
		26-Mar-21	Sale	(4,000)	(0.09)	1,58,663	3.78
		31-Mar-21	At the end of the Year			1,58,663	3.78
4	Ashok M Bhawnani	01-Apr-20	At the beginning of the Year	9,25,380	22.01	9,25,380	22.01
		31-Mar-21	At the end of the Year	-	-	9,25,380	22.01
5	Manorama Dalmia	01-Apr-20	At the beginning of the Year	2,44,282	5.81	2,44,282	5.81
		31-Mar-21	At the end of the Year			2,44,282	5.81
6	Sangeeta Dalmia	01-Apr-20	At the beginning of the Year	1,150	0.03	1,150	0.03
		31-Mar-21	At the end of the Year		-	1,150	0.03
7	Advani Kiron Gul	01-Apr-20	At the beginning of the Year	4,44,254	10.57	4,44,254	10.57
		31-Mar-21	At the end of the Year		-	4,44,254	10.57
8	Gautam N Dalmia	01-Apr-20	At the beginning of the Year	2,57,270	6.12	2,57,270	6.12
		11-Dec-20	Purchase	489	0.01	2,57,759	6.13
		18-Dec-20	Purchase	50	0.00	2,57,809	6.13
		31-Mar-21	At the end of the Year			2,57,809	6.13



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

SN	Name of Shareholder	As On Date	Reason	No. of Shares held 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	CHARLIE FINANCE PRIVATE LIMITED	01-Apr-20	At the beginning of the year	3,87,050	9.21	3,87,050	9.21
		31-Mar-21	At the End of the year			3,87,050	9.21
2	ADVENT INVESTMENT AND FINANCE COMPANY LTD	01-Apr-20	At the beginning of the year	1,53,575	3.65	1,53,575	3.65
		31-Mar-21	At the End of the year			1,53,575	3.65
3	SANGEETA ASHWIN MANSHRAMANI	01-Apr-20	At the beginning of the year	1,13,500	2.70	1,13,500	2.70
		31-Mar-21	At the End of the year			1,13,500	2.70
4	ADVANI GUL RAMCHAND	01-Apr-20	At the beginning of the year	62,156	1.48	62,156	1.48
		15-May-20	Date Wise Purchase	6,100	0.14	68,256	1.62
		22-May-20		3,173	0.08	71,429	1.70
		31-Mar-21	At the End of the year			71,429	1.70
5	SANGEETHA S	01-Apr-20	At the beginning of the year	50,470	1.20	50,470	1.20
		29-Jan-21	Date Wise Sale	(1,000)	0.02	49,470	1.18
		31-Mar-21	At the End of the year			49,470	1.18
6	THANVEER K P	01-Apr-20	At the beginning of the year	46,502	1.11	46,502	1.11
		13-Nov-20	Date Wise Purchase	809	0.02	47,311	1.13
		31-Mar-21	At the End of the year			47,311	1.13
7	KANISHK SARAOGI	01-Apr-20	At the beginning of the year	40,595	0.97	40,595	0.97
		31-Mar-21	At the End of the year			40,595	0.97
8	GEETA PARDIWALLA	01-Apr-20	At the beginning of the year	27,950	0.66	27,950	0.66
		31-Mar-21	At the End of the year			27,950	0.66
9	THRITY MINOO KATPITIA	01-Apr-20	At the beginning of the year	22,900	0.54	22,900	0.54
		31-Mar-21	At the End of the year			22,900	0.54
10	TEMTON MINOO KATPITIA	01-Apr-20	At the beginning of the year	20,000	0.48	20,000	0.48
		31-Mar-21	At the End of the year			20,000	0.48



## Omnitex Industries (India) Limited

### (v) Shareholding of Directors and Key Managerial Personnel:

SN	Name of Director/ Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cummulative Shareholding during the year	
				No. of Shares	% of total Shares	No. of Shares	% of total Shares
1	Ramakrishnan	01-Apr-20	At the beginning of the Year	100	0.00	100	0.00
		31-Mar-21	At the end of the Year			100	0.00
2	Kusshal Ambbala	01-Apr-20	At the beginning of the Year	55	0.00	55	0.00
		18-Sep-20	Sale	10	-		
		31-Mar-21	At the end of the Year			45	0.00
3	Ashok Bhawnani	01-Apr-20	At the beginning of the Year	9,25,380	22.01	9,25,380	22.01
		31-Mar-21	At the end of the Year			9,25,380	22.01
4	Narendra Dalmia	01-Apr-20	At the beginning of the Year	6,46,720	15.38	6,46,720	15.38
		31-Mar-21	At the end of the Year			6,46,720	15.38
5	Amit Dalmia	01-Apr-20	At the beginning of the Year	-	-	-	-
				-	-	-	-
		31-Mar-21	At the end of the Year	-	-	-	-
6	Durgaprasad Sabnis	01-Apr-20	At the beginning of the Year	-	-	-	-
				-	-	-	-
		31-Mar-21	At the end of the Year	-	-	-	-
7	Sonu Fernandes	01-Apr-20	At the beginning of the Year	-	-	-	-
				-	-	-	-
		31-Mar-21	At the end of the Year	-	-	-	-
8	Karishma Waghela	01-Apr-20	At the beginning of the Year	-	-	-	-
				-	-	-	-
		31-Mar-21	At the end of the Year	-	-	-	-

### V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

Particulars	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	16,82,634	-	-	16,82,634
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>16,82,634</b>	<b>-</b>	<b>-</b>	<b>16,82,634</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	9,61,154	-	-	9,61,154
Deletion	24,18,522	-	-	24,18,522
<b>Net Change</b>	<b>(14,57,368)</b>	<b>-</b>	<b>-</b>	<b>(14,57,368)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,25,266	-	-	2,25,266
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,25,266</b>	<b>-</b>	<b>-</b>	<b>2,25,266</b>

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

SN	Particulars	Name of MD/WTD/ Manager/Director				Total Amount
	Name of Director/KMP	----	----	----	----	
	Designation					
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) Income- tax Act, 1961.	-	-	-	-	-
2)	Stock Option	-	-	-	-	-
3)	Sweat Equity	-	-	-	-	-
4)	Commission - as % of profit - others, specify...	-	-	-	-	-
5)	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	Not Applicable since Company is not paying any remuneration to Executive Directors				

**B. Remuneration to other Directors:**

SN	Particulars of Remuneration	Name of Directors				Total Amount
		Amit Dalmia	*Sonu Fernandes	Durgaprasad Sabnis	J. Ramakrishnan	
1)	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	12,500	-	-	-	12,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	12,500	-	-	-	12,500
2)	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	12,500	12,500	25,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	12,500	12,500	25,000
	Total (B)=(1+2)	12,500	-	12,500	12,500	37,500
	Total Managerial Remuneration					37,500
	Overall Ceiling as per the Act	Within limits				

\* Sonu Fernandes has been appointed as an Independent Director of the Company w.e.f. 30.06.2020



## Omnitex Industries (India) Limited

### C. Remuneration to Key Managerial Personnel, other than MD/Manager/WTd

SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
		-	*Karishma Waghela	Kusshal Ambbala	
1)	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,73,650	1,81,200	3,54,850
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2)	Stock Option	-	-	-	-
3)	Sweat Equity	-	-	-	-
4)	Commission				
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5)	Others, please specify	-	-	-	-
	<b>Total</b>	-	<b>1,73,650</b>	<b>1,81,200</b>	<b>3,54,850</b>

\* Ms. Karishma Waghela has been appointed as Company Secretary and Compliance officer of the Company w.e.f. 16.04.2020

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

On Behalf of the Board of Directors  
For Omnitex Industries (India) Limited

Ashok M Bhawnani      Narendra Kumar Dalmia  
Director                      Managing Director  
(DIN 00058344)              (DIN 00071559)

Place: Mumbai  
Date: 30.06.2021

**Policy on Directors Appointment and Remuneration of Directors, Key Managerial Personnel and other employees****Introduction**

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Appointments and Remuneration Policy ("the policy").

The objective of the policy is to ensure that right persons are appointed and they are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

**Remuneration Policy****Directors**

Considering the current financial situation, no remuneration is considered for the office of Directors, other than sitting fees.

However, as and when the situation improves and considered appropriate, the company may adopt the following policy for the office of the Directors.

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. This will be then be presented for approval to the Board and shareholders. Prior approval of shareholders by way of Special Resolution will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company may pay remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Whole-time Director. Salary may be paid within the range approved by the Shareholders. Annual increments may be offered, effective 1<sup>st</sup> April each year, as recommended by the Nomination and Remuneration Committee, and as approved by the Board, within the prescribed ceiling specified under the Companies Act, 2013.

The remuneration to Executive Directors should be determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits should be paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non- Executive Directors receive sitting fees for attending the meeting of the Board. No sitting fees is payable for attending Board Committees. No commission is payable to such Independent Directors.

The remuneration by way of commission paid to the Independent Non-Executive directors is determined periodically & reviewed based on the industry benchmarks.

**Key Managerial Personnel and Other Employees**

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.



## Omnitex Industries (India) Limited

### Criteria for Board Membership

#### Directors

The Company shall take into account following points:

- Director must have relevant experience in Finance/ Law/ Management/ Sales/ Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.
- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.

#### Independent Director

Independent Director is a director who has no direct or indirect material relationship with the Company or any of its officers, other than as a director or shareholder of the Company.

Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and the LODR 2015.

### Annexure IV

### MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and analysis report containing the performance and outlook including the future prospects for the Company is presented herewith.

#### OVERVIEW

During the year, the company's has incurred loss due to decrease in other income as well as increase in expenditure. The decrease in other income is partially on account of reduction in rent income. The increase in expenditure is basically on account of increase in compliance costs.

COVID-19 has impacted the business environment during the initial part of FY2020-21.

As of April 1, 2020, work from home was enabled to the employees to work remotely and securely. In spite of the difficult environment the company could improve the business and achieved a topline of Rs. 2.13 Cr as against Rs. 0.40 Cr in the previous year. However, Non-availability of rental income affected the PBT and PAT.

#### RISKS AND CONCERNS:

The Board of the Company has formed a risk management policy to frame, implement and monitor the risk management plan for the Company. The Board of Directors are responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In the opinion of Board the rising costs and changing government policies and regulations are the key risk factors that may threaten the existence of the company.

#### OPPORTUNITIES AND THREATS:

The priorities of the industry are changing, concentrating more on re-organization of operations, development of new markets and marketing techniques, giving the organization's vision a global outlook and retaining and building upon customer relationships. Fragmented markets provide many opportunities for company to expand and increase market share. New markets allow company to expand their business and diversify their portfolio of products and services.

Changes to government rules and regulations can negatively affect the company. Politics can increase company's risk factors, because governments can quickly change business rules that negatively affect company's business. Political Risk has a significant impact; Volatile costs mean company has to plan for scenarios where costs skyrocket. Cautious planning leads to development delays that can negatively affect the company.

#### SEGMENT WISE OR PRODUCT-WISE PERFORMANCE:

The company is engaged in business of trading in textiles and there was no other business carried out during the financial year.

### **OUTLOOK:**

The focus for the forthcoming financial year for the Company will be continued delivery in progressing mode and grabbing the opportunities and trying to overcome challenges.

### **INTERNAL CONTROL AND SYSTEMS**

The Company has adequate internal control procedures commensurate with its size and nature of business. These internal policies ensure efficient use and protection of assets and resources, compliance with policies, statutes and reliability as well as promptness of financial reports.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

#### **Sales:**

Total income from operations was Rs. 213.67 Lacs as against last year's figure of Rs. 40.40 Lacs.

#### **Profit / (Loss) before Interest, Depreciation, Taxes and Impairment Loss on Fixed Assets:**

The Company has incurred a loss of Rs. 8.95 Lacs, as against last year's profit of Rs. 1.64 Lacs.

#### **Financial Charges:**

Financial Charges stands at Rs. 0.90 Lacs as against Rs. 0.17 Lacs in the previous financial year.

#### **Net Profit After Tax:**

The Company has incurred loss after tax of Rs. 16.72 Lacs as against loss after tax Rs. 6.49 Lacs during the previous year.

### **HUMAN RESOURCES**

There are no material developments on the Human Resource Front.

### **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis may be "forward looking statements" and have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged.





**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

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

To,

The Members,

**Omnitex Industries (India) Limited**

Sabnam House, Ground Floor,

Plot No. A 15 /16, Central Cross Road B,

M.I.D.C. Andheri (East),

Mumbai - 400093.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Omnitex Industries (India) 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.

Due to COVID -19 restrictions We have conducted Secretarial Audit from remote location through documents provided to us on Email based on said verification of 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 31.03.2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the period under review)
  - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)

- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the period under review)
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review)
- (j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the period under review)
- (vi) Other laws applicable specifically to the Company namely:
  - (a) The Payment of Wages Act, 1936
  - (b) The Minimum Wages Act, 1948
  - (c) The Employees State Insurance Act, 1948
  - (d) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - (e) The Maternity Benefit Act, 1961
  - (f) The Maharashtra Shop and Establishments Act, 1948
  - (g) The Industrial Employment (Standing Orders) Act, 1946
  - (h) The Apprentices Act, 1961
  - (i) The Employees' Compensation Act, 1923
  - (j) The Maharashtra Industrial Relations Act
  - (k) The Contract Labour (Regulation and Abolition) Act, 1970
  - (l) The Maharashtra Mathadi, Hamal and Other Manual Workers (Regulation of Employment and Welfare) Act, 1969
  - (m) The Child Labour (Prohibition and Regulation) Act, 1986
  - (n) The Industrial Disputes Act, 1947
  - (o) The Maharashtra Workmen's Minimum House-Rent Allowance Act, 1983
  - (p) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except to the extent as mentioned below:

- i. *Post resignation of existing independent women director w.e.f. 15.02.2020. The Company was required to appoint another Independent women director on or before 15.05.2020 however the Company has appointed Independent Women Director w.e.f. 30.06.2020;*
- ii. *During the closure of trading window a Relative of promoter has purchased 9,273 shares.*

### **We further report that:**

The Constitution of Board of Directors of the Company and committees is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except casual vacancy in the office of Independent Woman Director during the period from 15.02.2020 to 29.06.2020. 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 in advance in accordance with the provisions of Companies Act, 2013 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.

As per the minutes, the decisions at the Board Meetings were taken unanimously.



## Omnitex Industries (India) Limited

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

**We further report that** during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Shiv Hari Jalan & Co.  
Company Secretaries  
FRN: S2016MH382700**

**(Shiv Hari Jalan)  
Proprietor  
FCS No: 5703  
C.P.NO: 4226**

**Place: Mumbai**

**Date: 30.06.2021**

**UDIN: F005703C000557177**

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

**'Annexure A'**

To,

The Members,

**Omnitex Industries (India) Limited**

Sabnam House' Ground Floor,

Plot No. A 15 /16, Central Cross Road B,

M.I.D.C. Andheri (East),

Mumbai - 400093.

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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for Our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard 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 Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**For Shiv Hari Jalan & Co.  
Company Secretaries  
FRN: S2016MH382700**

**(Shiv Hari Jalan)  
Proprietor  
FCS No: 5703  
C.P.NO: 4226**

**Place: Mumbai**

**Date: 30.06.2021**

**UDIN: F005703C000557177**

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF OMNITEX INDUSTRIES (INDIA) LIMITED**

**Report on the audit of financial statements****Opinion**

We have audited the accompanying financial statements of OMNITEX INDUSTRIES (INDIA) LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the 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 financial statements give the information required by Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its loss, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements 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 Responsibility for the audit of 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 made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current financial year ended 31<sup>st</sup> March 2021. 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. We have determined that there are no key audit matters to communicate in our report.

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

The company's Board of Directors of the Company are responsible for the preparation of other information. The other information comprise the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's 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 during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for



## Omnitex Industries (India) Limited

safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, 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. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditors' 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 the SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 system 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 the 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.

### **Communication with those charged with governance**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we enclose in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of changes in Equity and the dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
  - g) Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 is enclosed in Annexure B.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The financial statements disclose the impact of pending legal obligations on the financial position of the company, reference is invited to Note 3.20 to the financial statements;
    - ii. The company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses;
    - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For Tembey & Mhatre  
Chartered Accountants  
FRN 116359W

(Vikrant H Patel)  
Partner

Place: Mumbai  
Date: 30<sup>th</sup> June, 2021

Membership No. 122622  
UDIN: 21122622AAAABF9659





**ANNEXURE A**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF OMNITEX INDUSTRIES (INDIA) LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021**

**Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016**

- i. In respect of the company's 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, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Management has conducted physical verification of inventory at reasonable intervals. In our opinion, the frequency of verification is reasonable. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties listed in the register maintained under section 189 of the Companies Act. Accordingly, the provisions of sub-clause (a), (b) and (c) of paragraph 3 (iii) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76, or any other relevant provisions of the Companies Act and the rules framed thereunder.
- vi. We have been informed that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - a. The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, goods and service tax and other material statutory dues applicable to it. except for delay in GST for the month of April 2020 & September 2020.
  - b. According to the information and explanations given to us, there are no dues of income tax, goods and service tax which have not been deposited on account of any dispute.
- viii. According to the information and explanations obtained by us, the company has no obligation of repayment of specified loans, hence the provisions of clause (viii) of the order is not applicable.
- ix. The company has neither obtained any term loan nor has it raised any money by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause (ix) of the order is not applicable.
- x. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. No Managerial remuneration has been paid or provided during the year, hence reporting under clause (xi) of the order is not applicable.
- xii. The company is not a Nidhi Company, hence reporting under clause (xii) of the order is not applicable.



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- 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 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence reporting under clause (xiv) of the order is not applicable.
- xv. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected with him, hence reporting under clause (xv) of the order is not applicable.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Tembey & Mhatre  
Chartered Accountants  
FRN 116359W

(Vikrant H Patel)  
Partner

Place: Mumbai  
Date: 30<sup>th</sup> June, 2021

Membership No. 122622  
UDIN: 21122622AAAAABF9659



**ANNEXURE B**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF OMNITEX INDUSTRIES (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH 2021**

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

We have audited the internal financial controls over financial reporting of "OMNITEX INDUSTRIES (INDIA) LIMITED ("the company"), as of 31-Mar-2021 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 over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2021, based on the criteria for internal controls over financial reporting established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Tembey & Mhatre  
Chartered Accountants  
FRN 116359W

(Vikrant H Patel)  
Partner

Place: Mumbai  
Date: 30<sup>th</sup> June, 2021

Membership No. 122622  
UDIN: 21122622AAAABF9659



# Omnitex Industries (India) Limited

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2021

Particulars	Note	As at 31st March 2021 ₹	As at 31st March 2020 ₹
<b>ASSETS</b>			
<b>A Non-current assets</b>			
(i) Property, plant and equipment	1.10	4,44,926	5,59,503
(ii) Capital work-in-progress		-	-
(iii) Investment Property	1.11	1,56,65,064	1,62,26,508
(iv) <u>Financial assets</u>			
1) Investments	1.12	3,23,30,880	3,23,30,880
2) Others	1.13	2,76,980	2,76,980
(v) Income Tax assets (net)	1.14	34,27,079	37,98,884
(vi) Deferred tax assets (net)	1.15	-	-
(vii) Other non-current assets	1.16	23,851	19,164
<b>Sub-total - Non-Current Assets</b>		<b>5,21,68,780</b>	<b>5,32,11,919</b>
<b>B Current Assets</b>			
(i) Inventories		-	-
(ii) <u>Financial assets</u>			
1) Investments		-	-
2) Trade receivables	1.17	-	14,14,916
3) Cash and cash equivalents	1.18	60,39,501	71,21,835
4) Others	1.19	-	22,782
(iii) Other current assets	1.20	4,19,493	2,51,730
<b>Sub-total - Current Assets</b>		<b>64,58,994</b>	<b>88,11,263</b>
<b>TOTAL - ASSETS</b>		<b>5,86,27,774</b>	<b>6,20,23,182</b>
<b>EQUITY AND LIABILITIES</b>			
<b>A Equity</b>			
(i) Equity Share capital	1.21	4,23,10,000	4,23,10,000
(ii) Other equity	1.22	1,60,06,912	1,76,78,548
<b>Sub-total - Equity</b>		<b>5,83,16,912</b>	<b>5,99,88,548</b>
<b>B LIABILITIES</b>			
<u>Non-current liabilities</u>			
(i) Financial Liabilities			
1) Borrowings		-	-
2) Other financial liabilities		-	-
(ii) Provisions		-	-
(iii) Income tax liabilities (net)		-	-
(iv) Other non-current liabilities		-	-
<b>Sub-total - Non-current liabilities</b>		-	-
<u>Current liabilities</u>			
(i) Financial Liabilities			
1) Borrowings	1.23	2,25,266	16,82,634
2) Trade payables	1.24		
a. Total outstanding dues of Micro and Small Enterprises			
b. Total outstanding dues of creditors other than Micro and Small Enterprises		-	55,920
3) Other financial liabilities	1.25	76,149	2,87,530
ii) Other current liabilities	1.26	9,447	8,550
iii) Provisions		-	-
iv) Current tax liabilities (net)		-	-
<b>Sub-total - Current liabilities</b>		<b>3,10,862</b>	<b>20,34,634</b>
<b>Sub-total - Liabilities</b>		<b>3,10,862</b>	<b>20,34,634</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>5,86,27,774</b>	<b>6,20,23,182</b>
SIGNIFICANT ACCOUNTING POLICIES	3.10		
NOTES ON ACCOUNTS	3.20		

As per our report of even date

**Tembey & Mhatre**

Chartered Accountants

FR. No. 116359W

**(Vikrant H Patel)**

Partner - M.No. 122622

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

For and on behalf of Board of Directors

**Narendra Dalmia**

Managing Director (DIN 00071559)

**Kusshal Ambbala**

Chief Financial Officer

**Ashok M Bhawnani**

Director (DIN 00058344)

**Karishma Waghela**

Company Secretary

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

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## PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

Particulars	Note	For the Year ended 31st March 2021 ₹	For the Year ended 31st March 2020 ₹
<b>Revenue</b>			
Revenues from Operations	2.10	2,13,67,019	40,39,945
Other Income	2.20	5,23,437	22,87,370
<b>Total Revenue</b>		<b>2,18,90,456</b>	<b>63,27,315</b>
<b>Expenses</b>			
Cost of Material Consumed		-	-
Purchase of Stock in Trade		2,10,18,385	27,51,660
Change in Inventories of Finished Goods, Work-in-progress and Stock-In-Trade	2.30	-	11,78,075
Employee Benefit Expenses	2.40	5,20,950	5,27,234
Finance Cost	2.50	89,569	16,656
Depreciation on Fixed Assets	1.10	1,14,577	3,14,752
Depreciation on Investment Property	1.11	5,61,444	5,61,444
Other Expenses	2.60	12,46,363	17,06,008
<b>Total Expenses</b>		<b>2,35,51,288</b>	<b>70,55,829</b>
<b>Profit / (Loss) Before Exceptional and Extra-ordinary Items and Tax</b>		<b>(16,60,832)</b>	<b>(7,28,514)</b>
<b>Exceptional Items</b>		-	-
<b>Profit / (Loss) Before Extra-ordinary Items and Tax</b>		<b>(16,60,832)</b>	<b>(7,28,514)</b>
Extra-ordinary items		-	-
<b>Profit / (Loss) Before Tax</b>		<b>(16,60,832)</b>	<b>(7,28,514)</b>
<b>Tax Expenses</b>			
(a) Current Tax		-	-
(b) Deferred Tax	1.15	-	-
(c) MAT Credit Entitlement		-	(79,061)
(d) Prior Period Adjustment for Taxes		10,804	-
<b>Profit / (Loss) for the year</b>	(A)	<b>(16,71,636)</b>	<b>(6,49,453)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income</b>	(B)	-	-
<b>Profit / (Loss) for the year</b>	(A)+(B)	<b>(16,71,636)</b>	<b>(6,49,453)</b>
<b>Earning per Share</b>			
(a) Basic		(0.40)	(0.15)
(b) Diluted		(0.40)	(0.15)
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	3.10		
<b>NOTES ON ACCOUNTS</b>	3.20		

As per our report of even date

**Tembey & Mhatre**

Chartered Accountants

FR. No. 116359W

**(Vikrant H Patel)**

Partner - M.No. 122622

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

**For and on behalf of Board of Directors**

**Narendra Dalmia**

Managing Director (DIN 00071559)

**Kusshal Ambbala**

Chief Financial Officer

**Ashok M Bhawnani**

Director (DIN 00058344)

**Karishma Waghela**

Company Secretary

Place: Mumbai

Date: 30<sup>th</sup> June, 2021



# Omnitex Industries (India) Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Particulars	Year ended 31st March 2021 ₹	Year ended 31st March 2020 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Taxation	(16,60,832)	(7,28,514)
Adjustments for:		
Depreciation for Fixed Assets & Investment Property	6,76,021	8,76,196
Finance Costs	89,569	16,656
Interest Income	(5,23,437)	(4,82,115)
Rental Income from Investment Property	-	(18,05,255)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(14,18,679)</b>	<b>(21,23,032)</b>
(Increase) / Decrease in Long Term Financial Assets - Loans	-	-
(Increase) / Decrease in Other Non Current Assets	(4,687)	3,653
(Increase) / Decrease in Receivables	14,14,916	(14,14,916)
(Increase) / Decrease in Inventory	-	11,78,075
(Increase) / Decrease in Other Current Financial Assets	22,782	295
(Increase) / Decrease in Other Current Assets	(1,74,313)	2,18,498
Increase / (Decrease) in Trade Payables	(55,920)	(12,66,189)
(Increase) / Decrease in Long Term Other Financial Liabilities	-	(10,80,000)
Increase / (Decrease) in Other Financial Liabilities	(2,11,381)	1,97,506
Increase / (Decrease) in Other Current Liabilities	897	(48,199)
Increase / (Decrease) in Short Term Provisions	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(4,26,385)</b>	<b>(43,34,309)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Interest Received	5,29,987	4,85,233
Rental Income from Investment Property	-	18,05,255
Taxes (Paid)/Refunds	3,61,001	(90,064)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>8,90,988</b>	<b>22,00,424</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
(Decrease)/ Increase in Short Term Borrowings	(14,57,368)	16,82,634
Interest Paid	(89,569)	(16,656)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(15,46,937)</b>	<b>16,65,978</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(10,82,334)</b>	<b>(4,67,907)</b>
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	71,21,835	75,89,742
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>60,39,501</b>	<b>71,21,835</b>

As per our report of even date

**Tembey & Mhatre**

Chartered Accountants

FR. No. 116359W

**(Vikrant H Patel)**

Partner - M.No. 122622

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

For and on behalf of Board of Directors

**Narendra Dalmia**

Managing Director (DIN 00071559)

**Kusshal Ambbala**

Chief Financial Officer

**Ashok M Bhawnani**

Director (DIN 00058344)

**Karishma Waghela**

Company Secretary

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

## 35th Annual Report 2020-2021

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

(Amount in ₹)

Particulars	Equity Share Capital	Reserves and Surplus		Total
		Securities Premium Account	Retained Earnings	(a) + (b) + (c)
	(a)	(b)	(c)	(d)
<b>Balance as at 1st April 2019</b>	4,23,10,000	2,42,48,000	(59,19,999)	6,06,38,001
Add:				
Profit for the year	-	-	(6,49,453)	(6,49,453)
<b>Balance as at 31st March 2020</b>	4,23,10,000	2,42,48,000	(65,69,452)	5,99,88,548
Add:				
Profit for the year	-	-	(16,71,636)	(16,71,636)
<b>Balance as at 31st March 2021</b>	<b>4,23,10,000</b>	<b>2,42,48,000</b>	<b>(82,41,088)</b>	<b>5,83,16,912</b>

As per our report of even date

**Tembey & Mhatre**

*Chartered Accountants*

FR. No. 116359W

**(Vikrant H Patel)**

*Partner - M.No. 122622*

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

**For and on behalf of Board of Directors**

**Narendra Dalmia**

*Managing Director (DIN 00071559)*

**Kusshal Ambbala**

*Chief Financial Officer*

**Ashok M Bhawnani**

*Director (DIN 00058344)*

**Karishma Waghela**

*Company Secretary*

Place: Mumbai

Date: 30<sup>th</sup> June, 2021



# Omnitex Industries (India) Limited

## NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2021

### Note 1.10: Property, plant and equipment

(Amount in ₹)

Particulars	Electrical Installations			Furniture and Fixtures			Office and Other Equipments			Vehicles			Total		
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
<b>Gross Block</b>															
Opening Balance	4,24,006	4,24,006	4,24,006	14,64,066	14,64,066	14,64,066	5,16,001	5,16,001	5,16,001	7,72,203	7,72,203	7,72,203	31,76,276	31,76,276	31,76,276
Additions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletions/Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Closing Balance</b>	<b>4,24,006</b>	<b>4,24,006</b>	<b>4,24,006</b>	<b>14,64,066</b>	<b>14,64,066</b>	<b>14,64,066</b>	<b>5,16,001</b>	<b>5,16,001</b>	<b>5,16,001</b>	<b>7,72,203</b>	<b>7,72,203</b>	<b>7,72,203</b>	<b>31,76,276</b>	<b>31,76,276</b>	<b>31,76,276</b>
<b>Depreciation</b>															
Opening Balance	4,02,808	3,48,263	2,93,718	12,31,854	10,63,346	8,94,838	4,90,202	4,90,202	4,90,202	4,91,909	4,00,210	3,08,511	26,16,773	23,02,021	19,87,269
Additions	-	54,545	54,545	22,878	1,68,508	1,68,508	-	-	-	91,699	91,699	91,699	1,14,577	3,14,752	3,14,752
Deletions/Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Closing Balance</b>	<b>4,02,808</b>	<b>4,02,808</b>	<b>3,48,263</b>	<b>12,54,732</b>	<b>12,31,854</b>	<b>10,63,346</b>	<b>4,90,202</b>	<b>4,90,202</b>	<b>4,90,202</b>	<b>5,83,608</b>	<b>4,91,909</b>	<b>4,00,210</b>	<b>27,31,350</b>	<b>26,16,773</b>	<b>23,02,021</b>
<b>Net Block</b>	<b>21,198</b>	<b>21,198</b>	<b>75,743</b>	<b>2,09,334</b>	<b>2,32,212</b>	<b>4,00,720</b>	<b>25,799</b>	<b>25,799</b>	<b>25,799</b>	<b>1,88,595</b>	<b>2,80,294</b>	<b>3,71,993</b>	<b>4,44,926</b>	<b>5,59,503</b>	<b>8,74,255</b>



**NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2021**

(Amount in ₹)

**Note 1.11: Investment Property**

Particulars	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
<b>Gross Block</b>			
Opening Balance	2,13,50,044	2,13,50,044	2,13,50,044
Additions	-	-	-
Deletions/Transfers	-	-	-
<b>Closing Balance</b>	<b>2,13,50,044</b>	<b>2,13,50,044</b>	<b>2,13,50,044</b>
<b>Depreciation</b>			
Opening Balance	51,23,536	45,62,092	40,00,648
Additions	5,61,444	5,61,444	5,61,444
Deletions/Transfers	-	-	-
<b>Closing Balance</b>	<b>56,84,980</b>	<b>51,23,536</b>	<b>45,62,092</b>
<b>Net Block</b>	<b>1,56,65,064</b>	<b>1,62,26,508</b>	<b>1,67,87,952</b>

**Note 1.12: Non-Current Assets - Financial Assets - Investments**

Particulars		As at 31st March 2021	As at 31st March 2020
<b>Investments in Equity Instruments (at Cost)</b>			
Unquoted Investments (at cost)	Face Value per Share (in ₹)	10	10
Investment in Joint Venture Company Strata Geosystems (India) Private Limited	Number of Shares Amount Invested (in ₹)	7,45,098 3,23,30,880	7,45,098 3,23,30,880
		<b>3,23,30,880</b>	<b>3,23,30,880</b>

**Note 1.13: Non-Current Assets - Financial Assets - Others**

Particulars	As at 31st March 2021	As at 31st March 2020
Deposit with Court	1,92,000	1,92,000
Deposit with Sales Tax Authorities	50,000	50,000
Other Deposits	34,980	34,980
<b>Total</b>	<b>2,76,980</b>	<b>2,76,980</b>

**Note 1.14: Non-Current Assets - Income Tax assets (net)**

Particulars	As at 31st March 2021	As at 31st March 2020
MAT Credit Entitlement	32,45,407	32,45,407
Income Tax and TDS	1,81,672	5,53,477
<b>Total</b>	<b>34,27,079</b>	<b>37,98,884</b>



## Omnitex Industries (India) Limited

### NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2021

(Amount in ₹)

#### Note 1.15: Non-Current Assets - Deferred tax assets (net)

Particulars	As at 31st March 2021	As at 31st March 2020
Deferred Tax Assets on account of:		
Unabsorbed Depreciation and Carried Forward Business Loss(restricted in view of losses)	16,038	3,562
	16,038	3,562
Deferred Tax Liability on account of:		
Depreciation	16,038	3,562
	16,038	3,562
<b>Net</b>	-	-

#### Note 1.16: Non-Current Assets - Other non-current assets

Particulars	As at 31st March 2021	As at 31st March 2020
Interest Due on Deposits	21,851	17,164
Balances with banks held as Margin Money / Deposits against guarantee	2,000	2,000
<b>Total</b>	<b>23,851</b>	<b>19,164</b>

#### Note 1.17: Current Assets - Financial Assets - Trade receivables

Particulars	As at 31st March 2021	As at 31st March 2020
Unsecured but considered good	-	14,14,916
<b>Total</b>	-	<b>14,14,916</b>

#### Note 1.18: Current Assets - Financial Assets - Cash and cash equivalents

Particulars	As at 31st March 2021	As at 31st March 2020
a. Balances with banks		
In current accounts	19,322	19,843
In Fixed Deposit Accounts	59,98,187	70,80,000
b. Cash on hand	21,992	21,992
<b>Total</b>	<b>60,39,501</b>	<b>71,21,835</b>

#### Note 1.19: Current Assets - Financial Assets - Others

Particulars	As at 31st March 2021	As at 31st March 2020
Advances to Suppliers	-	22,782
<b>Total</b>	-	<b>22,782</b>

**NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2021**

(Amount in ₹)

**Note 1.20: Current Assets - Other current assets**

Particulars	As at 31st March 2021	As at 31st March 2020
Interest Receivable	17,988	24,538
Prepaid Expenses	8,862	10,176
Other Receivable	3,92,643	2,17,016
<b>Total</b>	<b>4,19,493</b>	<b>2,51,730</b>

**Note 1.21: Equity Share capital**

Particulars	Number of Shares	Equity Share Capital ₹
<b><u>As at 31st March 2019</u></b>		
Equity Shares of Rs. 10 Each		
Authorised	50,00,000	5,00,00,000
Issued	42,58,000	4,25,80,000
Subscribed & Fully paid up	42,04,100	4,20,41,000
Forfeited & Not fully paid up	53,900	2,69,000
<b>Total</b>		<b>4,23,10,000</b>
<b><u>As at 31st March 2020</u></b>		
Equity Shares of Rs. 10 Each		
Authorised	50,00,000	5,00,00,000
Issued	42,58,000	4,25,80,000
Subscribed & Fully paid up	42,04,100	4,20,41,000
Forfeited & Not fully paid up	53,900	2,69,000
<b>Total</b>		<b>4,23,10,000</b>
<b><u>As at 31st March 2021</u></b>		
Equity Shares of Rs. 10 Each		
Authorised	50,00,000	5,00,00,000
Issued	42,58,000	4,25,80,000
Subscribed & Fully paid up	42,04,100	4,20,41,000
Forfeited & Not fully paid up	53,900	2,69,000
<b>Total</b>		<b>4,23,10,000</b>



## Omnitex Industries (India) Limited

### NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2021

(Amount in ₹)

#### NOTE 1.21 A Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	2020-21		2019-20		2018-19	
	Equity Shares		Equity Shares		Equity Shares	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	42,04,100	4,20,41,000	42,04,100	4,20,41,000	42,04,100	4,20,41,000
Shares Issued during the year	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	<b>42,04,100</b>	<b>4,20,41,000</b>	<b>42,04,100</b>	<b>4,20,41,000</b>	<b>42,04,100</b>	<b>4,20,41,000</b>

#### Note 1.21 B Rights, Preferences and restrictions attached to shares

The Company has only one class of Equity Shares, having par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held.

Dividend if proposed by the Board of Directors will be subject to the approval of the Shareholders in the ensuing Annual General Meeting except incase of Interim Dividend.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### Note 1.21 C Disclosure pursuant to Note no. 6(A)(f) of Part I of Schedule VI to the Companies Act, 2013

Particulars	No of Equity Shares		
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
Shares in respect of each class of the Company held by:			
(a) Holding Company	N.A.	N.A.	N.A.
(b) Ultimate Holding Company	N.A.	N.A.	N.A.
(c) Subsidiary or Associates of the Holding Company	N.A.	N.A.	N.A.
(d) Subsidiary or Associates of the Ultimate Holding Company	N.A.	N.A.	N.A.

## 35th Annual Report 2020-2021

### NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2021

(Amount in ₹)

**NOTE 1.21 D Details of shares held by shareholders holding more than 5% of the aggregate shares in the company**

Name of Shareholder	As at 31st March 2021		As at 31st March 2020		As at 31st March 2019	
	No of Shares Held	% of Holding	No of Shares Held	% of Holding	No of Shares Held	% of Holding
Mr. Ashok M Bhawnani	9,25,380	22.01	9,25,380	22.01	9,25,380	22.01
Mrs. Kiron G Advani	4,44,254	10.57	4,44,254	10.57	4,44,254	10.57
Mrs. Manorma N Dalmia	2,44,282	5.81	2,44,282	5.81	2,44,282	5.81
Mr. Narendra Dalmia	6,46,720	15.38	6,46,720	15.38	6,46,720	15.38
Mr. Gautam Dalmia	2,57,809	6.13	2,57,270	6.12	Below 5%	
M/s. Charlie Finance Private Limited	3,87,050	9.21	3,87,050	9.21	3,87,050	9.21

#### Note 1.21 E Other Details

Particulars	Aggregate no of shares for the year ended		
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
<b>Equity Shares</b>			
Fully paid up pursuant to contract(s) without payment being received in cash	N.A.	N.A.	N.A.
Fully paid up by way of Bonus Shares	N.A.	N.A.	N.A.
Shares Bought Back	N.A.	N.A.	N.A.
<b>Preference Shares</b>			
Fully paid up pursuant to contract(s) without payment being received in cash	N.A.	N.A.	N.A.
Fully paid up by way of Bonus Shares	N.A.	N.A.	N.A.
Shares Bought Back	N.A.	N.A.	N.A.

#### Note 1.22: Other equity

Particulars	Securities Premium Account ₹	Retained Earnings ₹	Total ₹
<b>Balance as at 1st April 2018</b>	2,42,48,000	(64,09,524)	1,78,38,476
Add:			
Profit / (Loss) for the year	-	4,89,525	4,89,525
Other Comprehensive Income	-	-	-
<b>Balance as at 31st March 2019</b>	2,42,48,000	(59,19,999)	1,83,28,001
Add:			
Profit / (Loss) for the year	-	(6,49,453)	(6,49,453)
Other Comprehensive Income	-	-	-
<b>Balance as at 31st March 2020</b>	2,42,48,000	(65,69,452)	1,76,78,548



## Omnitex Industries (India) Limited

### NOTES TO BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2021

(Amount in ₹)

Particulars	Securities Premium Account ₹	Retained Earnings ₹	Total ₹
Add:			
Profit / (Loss) for the year	-	(16,71,636)	(16,71,636)
Other Comprehensive Income	-	-	-
<b>Balance as at 31st March 2021</b>	<b>2,42,48,000</b>	<b>(82,41,088)</b>	<b>1,60,06,912</b>

#### Note 1.23: Current liabilities - Financial Liabilities - Borrowings

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Loans repayable on demand from banks (Secured by Term Deposit with HDFC Bank)	2,25,266	16,82,634
<b>Total</b>	<b>2,25,266</b>	<b>16,82,634</b>

#### Note 1.24: Current liabilities - Financial Liabilities - Trade payables

Particulars	As at 31st March 2021	As at 31st March 2020
Sundry Creditors		
a. Total outstanding dues of Micro and Small Enterprises	-	-
b. Total outstanding dues of creditors other than Micro and Small Enterprises	-	55,920
<b>Total</b>	<b>-</b>	<b>55,920</b>

#### Note 1.25: Current liabilities - Financial Liabilities - Other financial liabilities

Particulars	As at 31st March 2021	As at 31st March 2020
Outstanding Liability for Expenses	76,149	2,87,530
<b>Total</b>	<b>76,149</b>	<b>2,87,530</b>

#### Note 1.26: Current liabilities - Other current liabilities

Particulars	As at 31st March 2021	As at 31st March 2020
Statutory Dues	9,447	8,550
<b>Total</b>	<b>9,447</b>	<b>8,550</b>

## 35th Annual Report 2020-2021

### NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

(Amount in ₹)

#### NOTE 2.10: Revenues from Operations

Revenue from operations	For the year ended 31st March 2021	For the year ended 31st March 2020
Sale of products	2,13,67,019	40,39,945
<b>Total</b>	<b>2,13,67,019</b>	<b>40,39,945</b>

#### NOTE 2.20: Other Income

Other Income	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest Income	5,23,437	4,82,115
Rent	-	18,05,255
<b>Total</b>	<b>5,23,437</b>	<b>22,87,370</b>

#### NOTE 2.30: Change in Inventories of Finished Goods, Work-in-progress and Stock In Trade

Revenue from operations	For the year ended 31st March 2021	For the year ended 31st March 2020
Opening Stock of Traded Goods	-	11,78,075
Less: Closing Stock of Traded Goods	-	-
<b>Total</b>	<b>-</b>	<b>11,78,075</b>

#### NOTE 2.40: Employee Benefit Expenses

Employee Benefits Expense	For the year ended 31st March 2021	For the year ended 31st March 2020
Salaries and Wages	5,20,950	5,27,234
<b>Total</b>	<b>5,20,950</b>	<b>5,27,234</b>

#### NOTE 2.50: Finance Cost

Finance costs	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest expense	89,569	16,656
<b>Total</b>	<b>89,569</b>	<b>16,656</b>



## Omnitex Industries (India) Limited

### NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

(Amount In ₹)

#### NOTE 2.60: Other Expenses

Other expenses	For the year ended 31st March 2021	For the year ended 31st March 2020
Repairs to Building	2,02,420	1,86,197
Repairs to others	14,538	47,848
Insurance	13,490	16,663
Rates and Taxes	34,180	5,35,008
Travelling and Conveyance	9,300	30,120
Communication Expenses	74,683	30,331
Legal and Professional Fees	3,49,548	2,36,550
Printing and Stationery	52,635	33,955
Advertisement Expenses	43,200	38,640
Director's Sitting Fees	37,500	50,000
Payments to the auditor		
a. for statutory audit	30,000	30,000
b. for other services - Limited Review Fees	15,000	15,000
Listing Fees	3,18,040	3,28,367
Miscellaneous Expenses	51,829	1,27,329
<b>Total</b>	<b>12,46,363</b>	<b>17,06,008</b>

**Disclosure pertaining to Accounting Standard 18 'Related Party Disclosures' (Refer Note 3 of 3.2 for list of related parties)**

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Sitting Fees to Directors	37,500	50,000
<b>Total</b>	<b>37,500</b>	<b>50,000</b>



**NOTE – “3.10”****FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021****STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Preparation and Measurement****A) Basis of Preparation**

The financial statements are prepared in accordance with and in compliance, in all material aspects, with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the “Act”) read along with Companies (Indian Accounting Standards) Rules, as amended and other provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

**B) Basis of Measurement**

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the nature of product/ activities of the Company and the normal time between acquisition of assets/liabilities and their realisation / settlement in cash or cash equivalent. The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**2. Valuation of Inventories:**

Inventories are valued at Lower of Cost and Net Realisable Value. Cost comprises all cost of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition. The cost is arrived at on First In First Out (FIFO) basis. Due allowance is estimated and made for defective and obsolete items, wherever considered necessary.

**3. Investments:**

In accordance with **Ind AS 27** on “Separate Financial Statements”, Long Term Investments made in Joint Venture Company are stated at cost; where there is a decline, other than temporary, the resultant reduction in carrying amount is charged to the Profit and Loss Statement.

**4. Property, Plant and Equipment:**

- Property, plant and equipment are stated at historical cost less depreciation and impairment loss, if any.
- Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
- All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred

**5. Investment Property:**

- Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property.
- Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable.
- Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.
- All other repairs and maintenance costs are expensed when incurred.
- Investment properties are depreciated using the straight line method over their estimated useful lives which is 60 years.



## Omnitex Industries (India) Limited

### 6. Impairment of assets:

- At each balance sheet date, the Company reviews the carrying value of assets for any possible impairment.
- An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.
- The recoverable amount is determined as higher of the asset's fair value less costs of disposal and value in use.
- For the purpose of assessing impairment, assets are grouped at the levels for which there are separately identifiable cash flows (cash generating unit). Assessment is done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting period may no longer exist or may have decreased, and in such cases the impairment loss is reversed to that extent.

### 7. Financial Assets / Liabilities:

#### A. Financial Assets

##### Initial recognition and measurement

- All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, except in the case of financial assets not recorded at fair value through profit or loss.
- Transaction costs of financial assets carried at fair value through profit or loss are expensed through the Statement of Profit and Loss.

##### Subsequent measurement

- For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:
  - those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
  - those measured at amortized cost.
- The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.
- For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or other comprehensive income.
- For investments in debt instruments, this will depend on the business model in which the investment is held.
- For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

##### Derecognition

- A financial asset is derecognized only when the rights to receive cash flows from the financial asset have expired, or the Company has transferred its rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows to one or more recipient.
- Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.
- Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

- Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**B. Financial Liabilities**

- **Classification as liability or equity**  
Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.
- **Initial recognition and measurement**  
Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified at fair value through profit or loss.
- **Subsequent measurement**  
Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.
- **Derecognition**  
A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

**8. Borrowing Costs:**

- General and Specific Borrowing Costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use.
- Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use.
- All other borrowing costs are expensed in the period in which they are incurred.

**9. Depreciation:**

- Depreciation is calculated using the Straight Line Method to allocate cost, net of estimated residual value over its estimated useful life.
- The useful lives and residual values are as prescribed under Schedule II to The Companies Act, 2013.
- Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

**10. Foreign Currency Transactions:**

- Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.
- Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.
- Foreign currency denominated monetary assets and liabilities at the year end are translated at the year-end exchange rates, and the resultant exchange difference is recognized in the Statement of Profit and Loss.
- Non-monetary foreign currency items are carried at cost.



## **Omnitex Industries (India) Limited**

### **11. Revenue Recognition:**

- Revenue from sale of goods is recognized when all significant risk and rewards in the ownership of the goods are transferred to the buyer and it is probable that the future economic benefit will flow to the entity as per the terms of the contract, which usually co-inside with the delivery of the goods.
- Revenue from sale of goods is recognized in the Statement of Profit and Loss, net of returns, Trade Discounts, Goods and Services Tax and other taxes as may be applicable.
- Rental income from operating leases is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. In such cases the revenue is recognized as per the terms of the Agreement. The respective leased assets are included in the balance sheet based on their nature.
- Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.
- Dividend income from investments is recognized when the right to receive dividend has been established.

### **12. Employee Benefits:**

#### **Short Term Employee Benefits**

Liabilities for salaries, wages and other benefits including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the Balance Sheet.

#### **Long Term Employee Benefits**

##### **Defined Contribution Plans**

Contribution to defined contribution plans such as Provident Fund, are charged to the Statement of Profit and Loss as incurred, as the Company has no further obligation beyond making these contributions.

### **13. Taxation:**

- Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with prevailing income tax law.
- Deferred tax is recognized for all the temporary differences by using the liability method, only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.
- At each Balance Sheet date, the Company reassesses unrecognized deferred tax assets, if any.

### **14. Provisions**

- The Company recognizes a provision when there is a present legal or constructive obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
- Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

# 15. Contingent Liabilities and Contingent Assets

- A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.
- Contingent Assets are neither recognized nor disclosed in the financial statements.

# 16. 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.

## Diluted Earnings per share

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.

## NOTE – “3.20”

## FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

	2020-21 ₹	2019-20 ₹
1. Contingent Liabilities not provided for in respect of: Liability in respect of a award of the Labour Court which has been deposited in court pending disposal of the case	1,92,000	1,92,000
2. Office premises at Tantia Jogani Industrial Premises, J.R. Boricha Marg, Lower Parel, Mumbai – 11 was vacant for the entire year post cancellation of the lease.		

# 3. Related Party Transactions

## a. List of Related Parties and Nature of Relationship

List of related parties	Related Entity	Nature of Relationship
Mr. Amit R Dalmia <i>Chairman</i>	Creative Global Services Pvt. Ltd.	Director and Member
	Viaton Energy Pvt. Ltd.	Director and Member
	Viaton Infrastructures Pvt. Ltd.	Director and Member
	Encompass Design India Pvt. Ltd.	Director and Member
	Home Craft Online Pvt. Ltd.	Director and Member
	OTH Online Private Limited	Director and Member
	Accio global private limited	Director and Member
	Plugged India Enterprises LLP	Designated Partner
	Dazzalla Textile LLP	Designated Partner
	Khelomore Sports Private Limited	Member
	21 Trends India Pvt. Ltd.	Member



## Omnitex Industries (India) Limited

List of related parties	Related Entity	Nature of Relationship
Mr. Narendra Kumar Dalmia <i>Managing Director</i>	Strata Geosystems (India) Pvt. Ltd.	Director and Member
	Saanwaria Polyester Pvt. Ltd.	Director and Member
Mr. Ashok M Bhawnani <i>Director</i>	Strata Geosystems (India) Pvt. Ltd.	Director and Member
	Diana Buildwell Pvt. Ltd.	Director
	Brightfuture Builders Private Limited	Director
	Sun-N-Sand Hotels Pvt. Ltd.	Director
Mr. Durgaprasad S Sabnis <i>Director</i>	Lex Firmus	Proprietor
	Unisource Legal Associates	Partner
Mr. J Ramakrishnan <i>Director</i>	Strata Geosystems (India) Pvt. Ltd.	AVP – Taxation
Strata Geosystems (India) Pvt. Ltd.	Strata Geosystems (India) Pvt. Ltd.	Investee Company

### b. Transactions with M/s. Strata Geosystems (India) Private Limited:

Transaction	Opening Balance as at April 1, 2020 ₹	Amount Invested During the year ₹	Amount dis- invested during the year ₹	Closing Balance as at March 31, 2021 ₹
Investments in Share Capital	3,23,30,880 (3,23,30,880)	Nil (Nil)	Nil (Nil)	3,23,30,880 (3,23,30,880)
<b>Other Transactions with M/s Strata Geosystems (India) Private Limited</b>				₹
Reimbursement for expenses				83,428 (282,437)
Payment of GST on deemed Supply				43,200 (NIL)

**Note:** Figures in brackets are for previous year.

### 4. Segment Reporting:

The operation of the Company represents only one business segment, viz. 'Trading in Textiles'. Accordingly, all earnings, assets and liabilities relate to this activity only and there is no separate Segment.

### 5. Financial risk management

Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and its impact on the financial statements

#### (i) Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The credit risk arises from trade receivables, security deposits, cash and cash equivalents and deposits with banks.

#### Trade receivables

The company supplies yarn / fabric to customers. Concentrations of credit risk with respect to trade receivables are limited as majority credit sales are made to high credit worthy entities. All trade receivables are reviewed and assessed for default on regular basis. Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

For trade receivables, except for specifically identified cases, Company follows a simplified approach where provision is made as per the ageing buckets which are designed based on historical facts and patterns.

Age of Receivable as at March 31, 2021

₹

Ageing	Within the credit period	Up to 6 months	6 months to one year	Above 1 Year	Total
Gross Amount	Nil	Nil	Nil	Nil	Nil
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

Age of Receivable as at March 31, 2020

₹

Ageing	Within the credit period	Up to 6 months	6 months to one year	Above 1 Year	Total
Gross Amount	14,14,916	Nil	Nil	Nil	14,14,916
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	<b>14,14,916</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>14,14,916</b>

Age of Receivable as at March 31, 2019

₹

Ageing	Within the credit period	up to 6 months	6 months to one year	Above 1 Year	Total
Gross Amount	Nil	Nil	Nil	Nil	Nil
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

Reconciliation of loss allowance

Particulars	Amount (₹)
<b>Loss Allowance as at April 1, 2019</b>	<b>Nil</b>
Changes in loss allowance	Nil
<b>Loss Allowance as at March 31, 2020</b>	<b>Nil</b>
Changes in Loss Allowance	Nil
<b>Loss Allowance as at March 31, 2021</b>	<b>Nil</b>

**(ii) Liquidity Risk**

Liquidity risk is the risk that the Company will find it difficult in meeting its obligations associated with its financial liabilities in time. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The tables below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

As at March 31, 2021

₹

Particulars	up to 1 year	More than 1 year	Total
Borrowings	225,266	Nil	225,266
Trade Payable	Nil	Nil	Nil
Security Deposits	Nil	Nil	Nil
Capital Creditors	Nil	Nil	Nil
Others	71,072	14,524	85,596
<b>Total</b>	<b>2,96,338</b>	<b>14,524</b>	<b>310,862</b>



## Omnitex Industries (India) Limited

As at March 31, 2020

₹

Particulars	up to 1 year	More than 1 year	Total
Borrowings	1,682,634	Nil	1,682,634
Trade Payable	55,920	Nil	55,920
Security Deposits	Nil	Nil	Nil
Capital Creditors	Nil	Nil	Nil
Others	273,081	22,999	296,080
<b>Total</b>	<b>2,011,635</b>	<b>22,999</b>	<b>2,034,634</b>

As at March 31, 2019

₹

Particulars	up to 1 year	More than 1 year	Total
Borrowings	Nil	Nil	Nil
Trade Payable	1,322,109	Nil	1,322,109
Security Deposits	1,080,000	Nil	1,080,000
Capital Creditors	Nil	Nil	Nil
Others	146,773	Nil	146,773
<b>Total</b>	<b>2,548,882</b>	<b>Nil</b>	<b>2,548,882</b>

### (iii) Market Risk

#### Foreign Exchange Risk

Company is not exposed to foreign exchange risk presently.

#### Interest Rate Risk:

The risk on account interest bearing borrowings is not significant as the company has only limited amount of overdraft facility and the facility is not being used continuously.

The Company's investments in fixed deposits with banks are for short durations, and therefore do not expose the Company to significant interest rates risk.

### 6. Termination of Joint Venture Agreement

In the year 2004, the company had entered into an agreement with Strata Systems Inc., Strata Geosystems (India) Private Limited. Since then, the business of Strata Geosystems (India) Private Limited has developed and expanded beyond the scenarios envisaged in the Agreement. The parties to the Agreement have held discussions pursuant to which they have agreed that most of the clauses of the Agreement have become redundant.

Therefore, during the year under review the joint venture agreement entered with Strata Systems INC and Strata Geosystems (India) Private Limited stands terminated with no liability to either party.

### 7. Disclosure as required by Indian Accounting Standard 40, "Investment Property"

#### 1) Accounting Policy for measurement of Investment Property

- o Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property.
- o Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable.
- o Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.



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- o All other repairs and maintenance costs are expensed when incurred.
- o Investment properties are depreciated using the straight line method over their estimated useful lives which is 60 years.

2)

Amount recognized in Profit and Loss Statement towards	2020-21 ₹	2019-20 ₹
a) Rental Income	Nil	18,05,255
b) Direct Operating Expenses (for the let-out period) (Including Repairs and Maintenance) arising from Investment Property that generated rental income.	Nil	9,75,319

- 3) Depreciation Method used: Straight Line Method
- 4) Useful remaining life of the asset: 26 years
- 5) Contractual obligations for repairs, maintenance or enhancements: Nil

### 8. Earning Per Share

Earning per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earning per equity share are as stated below:

		As at March 31, 2021	As at March 31, 2020
Profit / (Loss) before Taxation and Prior Period Items	₹	(1,660,832)	(728,514)
Profit / (Loss) after Taxation and Prior Period Items	₹	(1,671,636)	(649,453)
Weighted average number of shares	Nos.	42,04,100	42,04,100
Earning per share before exceptional items (Basic and Diluted)	₹	(0.40)	(0.15)
Earning per share (Basic and Diluted)	₹	(0.40)	(0.15)
Face value per share	₹	10	10

9. The figures of the previous year have been regrouped / reclassified, wherever necessary, to conform to the current year's presentation.

As per our report of even date

**Tembey & Mhatre**

*Chartered Accountants*

FR. No. 116359W

**(Vikrant H Patel)**

*Partner - M.No. 122622*

Place: Mumbai

Date: 30<sup>th</sup> June, 2021

**For and on behalf of Board of Directors**

**Narendra Dalmia**

*Managing Director (DIN 00071559)*

**Kusshal Ambbala**

*Chief Financial Officer*

**Ashok M Bhawnani**

*Director (DIN 00058344)*

**Karishma Waghela**

*Company Secretary*

Place: Mumbai

Date: 30<sup>th</sup> June, 2021



**Venue of AGM:**

“Sabnam House”, Plot No. A 15/16, Central Cross Road B,  
M. I. D. C., Andheri (East), Mumbai- 400093.

**Landmark:**

MIDC Police Station



**OMNITEX INDUSTRIES (INDIA) LIMITED**

CIN L17100MH1987PLC042391

**Regd. Office:** Sabnam House, Ground Floor, Plot No. A 15/16, Central Cross Road B, MIDC Andheri (East), Mumbai - 400 093.**ATTENDANCE SLIP**

(To be presented at the entrance)

Regd. Folio No. /Client ID No. \_\_\_\_\_ No. of shares held \_\_\_\_\_

DP ID No. \_\_\_\_\_ I/we certify that I am a Member/Proxy for the member of the Company.

I/we hereby record my/our presence at the THIRTY FIFTH ANNUAL GENERAL MEETING of the Company held at the registered office of the Company situated at 'Sabnam House' Ground Floor, Plot No. A 15 /16, Central Cross Road B, M.I.D.C., Andheri (East), Mumbai-400093 on Thursday, the 30<sup>th</sup> September, 2021, at 10.00 a.m.

Member's/ Proxy's name in BLOCK Letters \_\_\_\_\_

Signature of Member/Proxy \_\_\_\_\_

**NOTE:** Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.

Members are requested to bring their copy of the Annual Report to the meeting.

**OMNITEX INDUSTRIES (INDIA) LIMITED**

CIN L17100MH1987PLC042391

**Regd. Office:** Sabnam House, Ground Floor, Plot No. A 15/16, Central Cross Road B, MIDC Andheri (East), Mumbai - 400 093.**PROXY FORM - MGT-11**

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

Name of the Member (s) : \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./ Client ID No.\* \_\_\_\_\_

DP ID No.\* \_\_\_\_\_

I / We, being the member(s) holding \_\_\_\_\_ Equity Shares of Omnitex Industries (India) Limited, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him / her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him / her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 30<sup>th</sup> September, 2021, at 10.00 a.m. at the registered office of the Company situated at 'Sabnam House' Ground Floor, Plot No. A 15 /16, Central Cross Road B, M.I.D.C., Andheri (East), Mumbai-400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	Consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors Report as on 31 <sup>st</sup> March, 2021.		
2.	Re-appointment of Mr. Ashok Metharam Bhawnani who retires by rotation, as Director.		
3.	To appoint Statutory Auditors of the Company and fix their remuneration		
<b>Special Business</b>			
4.	To appoint Ms. Kala Agarwal as an Independent Woman Director		

Signed this ..... day of..... 2021.

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



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*If undelivered, please return to :*

**Omnitex Industries (India) Limited**

Sabnam House, Ground Floor, Plot No. A 15/16,  
Central Cross Road B, MIDC, Andheri (East), Mumbai - 400 093.