

OSIAJEE TEXTFAB LIMITED

**21ST ANNUAL REPORT
2015-2016**

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Lalitkumar Purohit (Chairman & Non-Executive Director)
Mr. Umesh Gawand (Managing Director)
Mrs. Vidya Gawand (Non-Executive Director)
Mr. Tejas Mhatre (Non-Executive Director)
Mr. Yogesh Pahuja (Independent, Non-Executive Director)
Mr. Manish Kumar Gupta (Independent, Non-Executive Director)

KEY MANEGERIAL PERSONNELS

Mr. Manoj Purohit (Chief Financial Officer)
(w.e.f. February 01, 2016)
Ms. Anita Jaiswal (Company Secretary & Compliance Officer)
(w.e.f. 01.02.2016)

REGISTERED OFFICE

362, Anjani Industrial Estate, Vibhaag-3,
Gothan, Olpad, Surat – 394130.
Ph. No: 9920291747

CORPORATE OFFICE

599, Kapadia Chambers, 404, 4th Floor, J.S.S. Road,
Chira Bazaar, Mumbai – 400002.
Contact No: 022-67470558

AUDITORS

M/s. Sudhir M Desai & Co.,
Chartered Accountants

BANKERS

HDFC Bank Ltd.

SECRETARIAL AUDITOR

M/s. Grover Ahuja & Associates,
Practising Company Secretaries

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REGISTRAR & SHARES TRANSFER AGENT

M/s. Purva Share Registry
Unit no. 9, Shiv Shakti Ind. Estt.,
J .R. Boricha Marg, Opp. Kasturba Hospital Lane
Lower Parel (E), Mumbai 400 011.
Tel. No. 022- 2301 6761 / 8261
www.purvashare.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of the Members of **M/s. OSIAJEE TEXTFAB LIMITED** will be held on Friday, **September 30, 2016** at 2.00 p.m. at the registered office of the Company at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Vidya Gawand (DIN: 07155987), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditor and fix their remuneration and in this regard, to pass the following Resolution as an Ordinary Resolution with or without modifications(s):

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3 (7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the Company hereby ratifies the appointment of M/s. Sudhir M Desai & Co., Chartered Accountants (Firm Registration No. 125516W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS

4. **To appointment of Mr. Vikramjit Singh (DIN: 07496085) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vikramjit Singh (DIN: 07496085), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from September 30, 2016 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

Registered Office:

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

Place: Mumbai

Date: August 13, 2016

On behalf of the Board of Directors

For Osiajee Texfab Limited

Sd/-

(Anita Jaiswal)

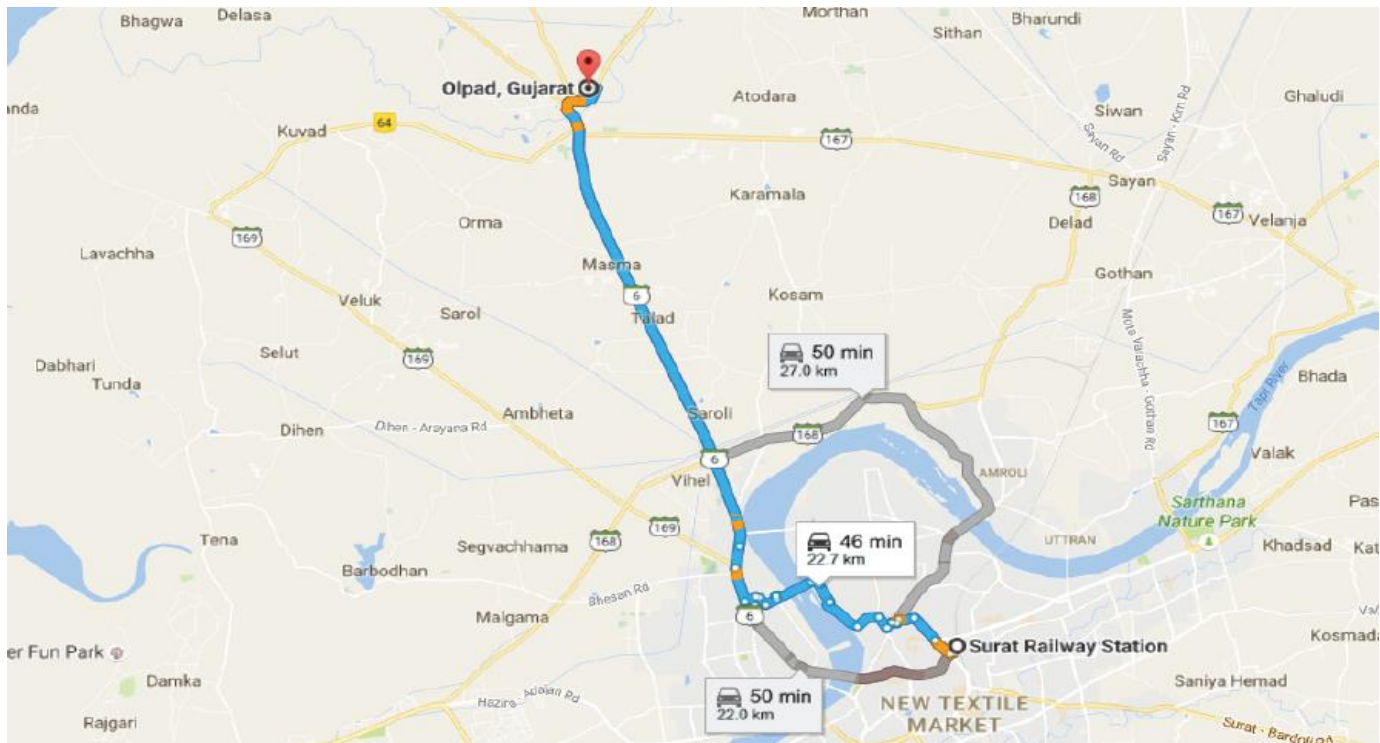
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/ herself. The proxy need not be a member of the company.** A blank proxy form is enclosed. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The proxy form duly stamped and executed should be deposited at the registered office of the company at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130, not less than 48 hours before the time scheduled for holding the aforesaid meeting.
2. Proxies submitted on behalf of the Limited Companies, Corporate Members, Societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **29th September, 2016 to 30th September, 2016** (both days inclusive).
4. Electronic copy of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The physical copy of the notice along with instructions for Attendance Slip and Proxy Form is being sent to such members at their address registered with the company.
6. Members are requested to notify change in address, if any, to the Share Transfer Agent, M/s. Purva Share Registry (India) Pvt. Ltd., Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011 and to the Company quoting their Folio Numbers, number of share held etc.
7. Members/ Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting venue.

8. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
9. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
10. The Register of Directors' shareholding will be available for inspection at the meeting. Members/ Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
11. M/s Mayank Arora & Co., Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the voting process through ballot papers at the Annual General Meeting in a fair and transparent manner.
12. In terms of Notification No. G.S.R. 207(E) issued by Ministry of Corporate Affairs dated March 19, 2015, the Company is not required to provide e-voting facility to its Members and hence the Company had refrained from doing so.

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



OSIAJEE TEXTFAB LIMITED

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ANNEXURE TO NOTICE

Details of the Director seeking appointment/ re-appointment in forthcoming Annual General Meeting

Ordinary Business Item No. 02

Name of Director	Mrs. Vidya Gawand
DIN	07155987
Date of Appointment	28.03.2015
Brief Profile	Mrs. Vidya Gawand has a vast experience in the field of imparting education. She possesses good management skills.
Qualification	Graduate
Directorship in other Public limited Companies	None
No. of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Wife of Mr. Umesh Gawand
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Nil

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

OSIAJEE TEXTFAB LIMITED

ANNUAL REPORT 2015-16

DIRECTORS' REPORT

The Members,

OSIAJEE TEXTFAB LIMITED

Your Directors are pleased to present their **21st Annual Report** together with the Audited Financial Statements for the financial year ended March 31, 2016 and the Auditors Report thereon.

Business Performance

(Rs. In Lacs)

Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
Revenue from Operations	4125.23	2351.70
Total Revenue	4128.73	2377.48
Profit before depreciation and Tax	3.73	22.73
Less: Depreciation	0.35	0.03
Profit after depreciation and before Tax	3.38	22.7
Less : Provision For Tax	1.05	4.25
Less : Deffered Tax	-	-
Less : Short/ Excess earlier year	-	0.87
Net Profit	2.33	17.58
Add: Profit & Loss A/c balance of previous years	17.58	9.48
Appropriations:		
Proposed Dividend	-	-
Interim Dividend	-	-
Dividend Distribution Tax	-	-
Transfer to General Reserve	-	-
Balance c/f to Balance Sheet	19.91	27.06

Operations and Future Plans

Your Company posted good financial results during the year under review. Turnover of the Company has increased from Rs. 2351.70 Lakhs to Rs. 4125.23 Lakhs thereby recording an increase of 75.41%. However, the net profit recorded during the year was Rs. 2.33 Lakhs as compared to Rs. 17.58 Lakhs. The sharp decrease in the profits is attributed towards an expense of Rs. 26.65 Lakhs incurred during the year as processing fees to BSE Limited towards application of Listing of the shares of the Company.

However, your Company is of the view that just like the FY 2015-16, the Company will continue to show uptrend in its working and shall post good financials and encouraging profits in the coming year. Your Directors are optimistic that if the shares of the Company are successfully listed than the creditability of the Company will increase in the market.

OSIAJEE TEXTFAB LIMITED

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Dividend

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2016.

Share Capital

The Issued, Subscribed & Paid up Capital of the Company as on March 31, 2016 stands at Rs. 54,000,000/- divided into 54,00,000 Equity Shares of Rs. 10/- each. During the period under review, the Company has not issued shares with differential voting rights nor granted any stocks options or sweat equity.

Transfer to Reserve

The Board does not propose to make transfer to reserves for the year 2015-16 and instead intends to retain the net profit of Rs. 2,33,349/- in the Profit & Loss Account for the year ended March 31, 2016.

Directors

As on March 31, 2016, your Board comprises of 6 Directors namely Mr. Lalitkumar Purohit (Chairman), Mr. Umesh Gawand (Managing Director), Mrs. Vidya Gawand, Mr. Tejas Mhatre, Mr. Yogesh Pahuja, Mr. Manish Kumar Gupta.

Pursuant to the provisions of Section 149 of the Companies Act, 2016, the Members at the 20th Annual general Meeting held on September 30, 2015, approved the appointment of Mrs. Vidhya Gawand as a Director of the Company.

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Lalitkumar Purohit (DIN: 01201867) Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers herself for reappointment.

Key Managerial Personnel

As on March 31, 2016, Mr. Umesh Gawand (Managing Director), Mr. Manoj Purohit (Chief Financial Officers) and Ms. Anita Jaiswal (Company Secretary) are Key Managerial Personnel of the Company. Mr. Manoj Purohit and Ms. Anita Jaiswal were appointed with effect from February 01, 2016.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and independence of judgment thereby safeguarding the interest of the Company. 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. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

Meetings of the Board

During the year ended March 31, 2016, Five (5) Board Meetings were held by the Company on May 29, 2015; August 12, 2015; November 09, 2015; January 20, 2016 and February 12, 2016.

Details of Committees of the Board

Currently, the Company has three (3) Committees namely Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee. The detailed composition of various Committees is elucidated below:

i) Audit Committee

The Audit Committee comprises of three Directors namely Mr. Yogesh Pahuja, Mr. Manish Kumar Gupta and Mr. Umesh Gawand. The aforesaid Members of the Committee operate in the capacity of Independent and Executive Director respectively. The Chairman of the Committee is Mr. Yogesh Pahuja who is an Independent Non-Executive Director. The recommendations of the Audit Committee are always welcomed and accepted by the Board & all the steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee. During the period ended March 31, 2016, four (4) Meetings of Audit Committee were held on May 29, 2015; August 12, 2015; November 09, 2015 and February 12, 2016.

ii) Nomination & Remuneration Committee

The Committee was constituted pursuant to provisions under Section 178 of the Companies Act, 2013. The Committee consists of three (3) Members, namely Mr. Tejas Mhatre, Mr. Manish Kumar Gupta and Mr. Yogesh Pahuja &. The aforesaid Members of the Committee operate in the capacity of Independent Non-Executive Directors except Mr. Mhatre being Non-Executive Director. The Committee is chaired by Mr. Tejas Mhatre. During the year ended March 31, 2016, One (1) Committee Meeting was held on January 20, 2016.

Nomination and Remuneration Committee Policy

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

iii) Stakeholders’ Relationship Committee

The Committee oversees all the matters relating to Stakeholders’ grievances/complaints. The role of the Committee is to consider & resolve securities holders’ complaint. The Committee consists of three members, namely Mr. Lalit Purohit, Mr. Tejas Mhatre and Mr. Umesh Gawand. The aforesaid Members of the Committee operate in the capacity of Non-Executive Directors except Mr. Gawand being Executive Director. The Committee is chaired by Mr. Lalit Purohit, a Non-Executive Director. During the year ended March 31, 2016, Four (4) Committee Meetings were held on May 29, 2015; August 12, 2015; November 9, 2015 and February 12, 2016.

Declaration of Independence from Independent Directors

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

Internal Control Systems and their Adequacy

The Management continuously reviews the internal control systems and procedures for the proficient conduct of the Company’s business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems. Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

Directors' Responsibility Statement

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

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

Extract of Annual Return

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

Sexual Harassment Policy

In order to prevent sexual harassment at workplace, your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

Auditors & their Report

a) Statutory Auditor:

At the Annual General Meeting held on September 30, 2014 for the Financial year ended 2013-14, the Members have approved & accorded their assent for appointment of M/s. Sudhir M Desai & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2019, subject to ratification of the Members at every Annual General Meeting. Also, the Company has received a letter from Auditors to the effect that their appointment if made it would be within the prescribed limits under Section 139 of the Companies Act, 2013.

The Statutory Auditors M/s. Sudhir M. Desai & Co., have issued their reports on Standalone Financial Statements for the year ended March 31, 2016. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed M/s. Grover Ahuja & Associates, Practising Company Secretary as Secretarial Auditors to undertake secretarial audit of the Company for the financial year ended March 31, 2016. The Secretarial Audit Report is attached herewith marked as "**Annexure C**" and forms an integral part of this report.

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

A. Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made there under are as follows:

1. As per the provisions of Section 203 (1) of the Companies Act, 2013, the Company is required to appoint Company Secretary and Chief Financial Officer as Key Managerial Personnel. However, the Company has complied with the same with effect from February 1, 2016.
2. Pursuant to the provisions of Section 179(3) of Companies Act, 2013, the Company was required to file e-Form MGT-14 for approval of Annual Financial Statements and Director's Report. The same has not been complied with.
3. Under the provisions of Section 121(1) of the Companies Act, 2013 read with rule 31(2) of Companies (Management and Administration) Rules, 2014, the Company was required to file MGT-15. The same has not been complied with.

B. Observation/Non Compliance/ Adverse Remarks/ Qualifications in respect of compliance with the Listing Agreement (extent to December 2015)/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. The Uniform Listing Agreement, duly signed and executed, between the Company and the Ahmedabad Stock Exchange dated 18th February, 2016 is awaited from Ahmedabad Stock Exchange.
2. The Company has not provided E-voting facility to its members for the Annual General Meeting held on 30th September, 2015 i.e. during the period under review as required under Regulation 44.
3. The company has not made the requisite newspaper publications as required under various regulations of SEBI (Listing and Disclosure Requirements) Regulations, 2015.

In this respect, we would like to submit our response:

Response to point no. A (1)

Even after making deliberate efforts; the Company was unable to appoint Chief Financial Officer and Company Secretary. However, as soon as the Company have come across through suitable candidates, the same have been appointed for the post of Chief Financial Officer and Company Secretary.

Response to point no. A (2 &3)

Your Company is law abiding entity and had filed the necessary forms & returns with the authorities. However, in absence of a whole-time Company Secretary, the Company was not adequately guided because of which the failure occurred. The management assures to file the required e-forms MGT-14 and MGT-15 in accordance with the procedure laid down under the Companies Act, 2013 and shall make sure that no such error is caused in future.

Response to point no. B (1)

The Company had duly signed and executed the Uniform Listing Agreement on February 18, 2016 and sent the same to Ahmedabad Stock Exchange which has not been received from the Exchange till date. Your Company is trying to get in touch with the officials of the Exchange to get the same done.

Response to point no. B (2)

Your Company had relied on the notification issued by Ministry of Corporate Affairs dated March 19, 2015 which required every Company having its equity shares listed on recognised stock exchange or Company having not less than one thousand Members to provide its Members facility to exercise their vote through electronics means. Since, the Company has been listed on Ahmedabad Stock Exchange which being a Regional Stock Exchange, the Board was of the opinion that the Company was not required to provide e-voting facility to its Members and hence refrained to do so. However, the Company shall henceforth provide e-voting facility as and when required.

Response to point no. B(3)

Your Company had developed proper compliance mechanism and assures that henceforth it shall make all requisite newspaper publications in accordance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and rules made thereunder.

Risk Management

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

Public Deposits

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

Particulars of Contracts/ Arrangements with Related Party

During the year, there were no related party transactions made in the Company, therefore Form AOC-2 is not applicable to the Company.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link:

http://www.osiajeehdl.com/application/files/3614/5623/8478/Policy_on_Related_Party_Transactions.pdf

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

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

Material Changes affecting the financial position of the Company

During the year ended March 31, 2016, there were no material changes and commitments affecting the financial position of the Company have occurred to which financial results relate and the date of the Report.

Corporate Social Responsibility Committee

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

Dematerialisation of Shares

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

As on March 31, 2016, 41.14% of the paid up Equity Share Capital stands in Demat mode and the remaining 58.86% Equity Shares were held in physical mode, the details of which are as follows:

Particulars	No. of Shares	% of Total Capital
Held in Demat form with CDSL	1731800	32.07
Held in Demat form with NSDL	490000	9.07
Held in physical mode	3178200	58.86

Listing of Shares

Currently, the shares of your Company are listed at Ahmedabad Stock Exchange Limited. The applicable Annual Listing fees have been paid to the Stock Exchange for the financial year 2015-16.

During the year under review, the Company has made an application to BSE Limited for Direct Listing of 54,00,000 Equity Shares which is under process.

Subsidiary Companies

The Company does not have any Subsidiary Company.

Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism/ Whistle Blower Policy for the Directors and employees to report their concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site at the web-link http://www.osiajeehdl.com/application/files/8814/5623/8515/Whistle_Blower_Policy-Vigil_Mechanism.pdf

The Audit Committee of Directors is entrusted with the responsibility to oversee the Vigil mechanism.

Adoption of New Articles of Association of your Company

During the financial year 2015-16, new set of Articles of Association of your Company were adopted in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder.

Execution of Listing Agreement

In terms of SEBI issued Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had entered & executed a fresh listing agreement with the Ahmedabad Stock Exchange Limited in the month of February, 2016, i.e., within the time frame of six months of the date of notification of the said regulations.

Change in Main Object of Memorandum of Association and Change of name of the Company

The Board in its Meeting held on February 14, 2015 had approved alteration of main object of Memorandum of Association of the Company and change of name pursuant to change in main object subject to approval of Members. The members have duly approved the same on April 09, 2015 vide postal ballot. Post approval, the main object of the Memorandum has been changed alongwith other amendments to the ancillary and other objects after receiving Certificate of Registration dated April 17, 2015 from Registrar of Companies, Ahmedabad.

The Registrar of Companies, Ahmedabad had vide its Certificate of Incorporation dated May 20, 2015 have approved the change of name of the Company to "**Osiajee Textfab Limited**". All the regulatory authorities have been duly informed of the same and necessary alterations have been duly made in the Memorandum and Articles of Association of the Company.

Change in the Nature of Business

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Textile business sector. However, the Company has altered the main object to textile business during the year as stated earlier.

Corporate Governance

In terms of Regulation 15(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V shall not be applicable in respect of companies having paid up equity share capital not exceeding Rs.10 Crore and Net worth not exceeding Rs.25 Crore as on the last day of the previous financial year.

As on March 31, 2016, the Equity Share Capital is Rs. 5,40,00,000 and Net worth is Rs. 5,71,86,499/-. Hence, the Company is not providing a separate report on corporate governance, and also a certificate from the Company's Auditors confirming the compliance of Corporate Governance. However, the Company continues to adhere to the best practices prevailing in Corporate Governance and follows the same in its true spirit.

Secretarial Standards of ICSI

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

Significant and Material Orders Passed by the Regulators or Courts

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

Management Discussion and Analysis

Management Discussion and Analysis Report is appended to this Annual Report.

Adoption of various policies

The Board of Directors of the Company had adopted various policies namely Policy on Preservation of Documents, Policy on Determination of Materiality of Events and Archival Policy during the year as prescribed under various regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also adopted a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and "Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons". All the Directors, Senior Management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code.

Particulars of Employees

Particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given, as none of the employees qualifies for such disclosure.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

OSIAJEE TEXTFAB LIMITED

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Acknowledgement

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

Registered Office:

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

Place: Mumbai

Date: May 30, 2016

On behalf of the Board of Directors

For Osiajee Texpab Limited

Sd/-

(Lalitkumar Purohit)

Chairman & Director

(DIN: 01201867)

ANNEXURE - A

NOMINATION & REMUNERATION POLICY OF THE COMPANY

The Appointment Policy for Independent Directors, Key Managerial Personnel & Senior Executives will be as under:-

(A) Independent Directors:

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

(B) Key Managerial Personnel (KMP):

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

(C) Senior Executives:

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

Remuneration Policy for Directors, Key Managerial Personnel and other Employees will be as under:-

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

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

Registered Office:

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

Place: Mumbai

Date: May 30, 2016

On behalf of the Board of Directors

For Osiajee Textfab Limited

Sd/-

(Lalitkumar Purohit)

Chairman & Director

(DIN: 01201867)

OSIAJEE TEXTFAB LIMITED

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ANNEXURE - B

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended 31st March 2016

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

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17299GJ1995PLC024606
ii.	Registration Date	13.02.1995
iii.	Name of the Company	OSIAJEE TEXTFAB LIMITED
iv.	Category/Sub - Category of the Company	
v.	Category	Company Limited by Shares
vi.	Sub - Category	Indian Non-Government Company
vii.	Address of the Registered Office	362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130.
viii.	Contact Details	Ph. No: 022- Email id: osiajee.textfab@gmail.com
ix.	Whether listed company	Yes (listed on Ahmedabad Stock Exchange)
x.	Name, Address and Contact details of Registrar and Transfer Agent, if any	
xi.	Name	M/s. Purva Share Registry
xii.	Address	Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400-011.
xiii.	Contact	Tel. No. 2301 6761 / 8261 Email id: busicomp@gmail.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Textile Manufacturing Services	99882190	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	270000	0	27000	5.00	270000	0	27000	5.00	-
b) Central Govt									-
c) State Govt(s)									-
d) Bodies Corp	0	0	0	0	0	0	0	0	-
e) Banks / FI	0	0	0	0	0	0	0	0	-
f) Any Other	0	0	0	0	0	0	0	0	-
Sub-total(A)(1):-	270000	0	270000	5.00	270000	0	270000	5.00	-
2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	-
b) Other- Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Banks / FI	0	0	0	0	0	0	0	0	-
e) Any Other....	0	0	0	0	0	0	0	0	-
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	-
Total Shareholding of Prom & Prom. Group (A)= (A)(1)+(A)(2)	270000	0	270000	5.00	270000	0	270000	5.00	-
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	0	0	0	0	0	0	0	0	-
c) Central Govt	0	0	0	0	0	0	0	0	-
d) State Govt(s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance	0	0	0	0	0	0	0	0	-

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Companies									
g) FIIs	0	0	0	0	0	0	0	0	-
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total(B)(1)	0	0	0	0	0	0	0	0	-
2) Non Institutions									-
a) Bodies Corp.									
(i) Indian	0	2431815	2431815	45.03	0	2431815	2431815	45.03	-
(ii) Overseas	0	0	0	0	0	0	0	0	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14400	767385	781785	14.48	84400	697385	781785	14.48	-
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1767000	124000	1891000	35.02	1842000	49000	1891000	35.02	-
c) Others									
(i) Clearing Member	0	0	0	0	0	0	0	0	-
(ii) NRIs	0	0	0	0	0	0	0	0	-
(iii) Trust	0	0	0	0	0	0	0	0	-
(iv) HUF	15400	10000	25400	0.47	25400	0	25400	0.47	-
Sub-total(B)(2)	1796800	3333200	5130000	95.00	1951800	3178200	5130000	95.00	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1796800	3333200	5130000	95.00	1951800	3178200	5130000	95.00	-
Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	2066800	3333200	5400000	100.00	2221800	3178200	5400000	100.00	-

OSIAJEE TEXTFAB LIMITED

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ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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.	Umesh Gawand	150000	2.78	0	150000	2.78	0	0
2.	Vidya Umesh Gawand	120000	2.22	0	120000	2.22	0	0
	TOTAL	270000	5.00	0	270000	5.00	0	0

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

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	270000	5.00	270000	5.00
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
At the End of the year	270000	5.00	270000	5.00

OSIAJEE TEXTFAB LIMITED

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

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total Share Capital	Increase (No. of Shares)	Decrease (No. of Shares)	No. of shares	% of total Share Capital
1.	Champalal Chouhan	405,000	7.50	0	0	405,000	7.50
2.	Mangalmurti Mercantile Pvt Ltd	226,300	4.19	0	0	226,300	4.19
3.	Toli Mercantile Pvt Ltd	208,100	3.85	0	0	208,100	3.85
4.	Sankatharan Merchants Pvt Ltd	195,870	3.63	0	0	195,870	3.62
5.	Visagar Polytex Limited	192,000	3.56	0	0	192,000	3.55
6.	Sankatmochak Tie Up Pvt Ltd	175,200	3.24	0	0	175,200	3.24
7.	Simplicity Vanijya Pvt Ltd	171,100	3.17	0	0	171,100	3.16
8.	Pawanshiv Tradelink Pvt Ltd	156,430	2.90	0	0	156,430	2.89
9.	Sidhidhan Commodeal Pvt Ltd	132,000	2.44	0	0	132,000	2.44
10.	Rashel Agrotech Limited	127,200	2.36	0	0	127,200	2.36

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Umesh Gawand				
	At the beginning of the year	150,000	2.77	150,000	2.77
	Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	150,000	2.77	150,000	2.77
2.	Mrs. Vidya Gawand				
	At the beginning of the year	120,000	2.22	120,000	2.22
	Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	120,000	2.22	120,000	2.22

5. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i) Principal Amount	--	5,00,000	--	5,00,000
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total(i+ii+iii)	--	5,00,000	--	5,00,000
Change in Indebtedness during the FY				
- Addition	--	--	--	--
- Reduction	--	5,00,000	--	5,00,000
Net Change	--	5,00,000	--	5,00,000
Indebtedness at the end of the FY				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Mr. Umesh Gawand (Whole-time Director)	
1.	Gross salary (a) Salary as per provisions contained in section17(1) of the Income Tax Act, 1961 (b)Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c)Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify	-	-
6.	Total (A)	-	-

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• **Remuneration to other directors**

Sl. No.	Particulars of Remuneration	Mrs. Vidya Gawand	Mr. Lalit Purohit	Mr. Yogesh Pahuja	Mr. Manish Kumar Gupta	Mr. Tejas Mhatre	Total Amount
	<u>Independent Directors</u>						
	• Fee for attending Board/Committee Meetings	--	--	Rs. 37,500/-	Rs. 37,500/-	--	Rs. 75,000/-
	• Commission						
	• Others, please specify						
	Total (1)	--	--	Rs. 37,500/-	Rs. 37,500/-	--	Rs. 75,000/-
	<u>Other Non-Executive Directors</u>						
	• Fee for attending Board / committee meetings	Rs. 25,000/-	Rs. 35,000/-	--	--	Rs. 37,500/-	Rs. 97,500/-
	• Commission						
	• Others, please specify						
	Total (2)	Rs. 25,000/-	Rs. 35,000/-	--	--	Rs. 37,500/-	Rs. 97,500/-
	Total (B)=(1+2)	Rs. 25,000/-	Rs. 35,000/-	Rs. 37,500/-	Rs. 37,500/-	Rs. 37,500/-	Rs. 1,72,500/-

• **Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Anita Jaiswal* (Company Secretary)	Mr. Manoj Purohit** (CFO)	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 15,000/-	Rs. 18,000/-	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - as % of profit - others, specify...	--	--	--
5.	Others, please specify	--	--	--
	Total	Rs. 15,000/-	Rs. 18,000/-	--

*Ms. Anita Jaiswal was appointed w.e.f. February 01, 2016.

***Mr. Manoj Purohit was appointed w.e.f. February 01, 2016.

OSIAJEE TEXTFAB LIMITED

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7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were No Penalties/ Punishment/Compounding of Offences for the year ending 31st March, 2016.

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

Registered Office:

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

Place: Mumbai

Date: May 30, 2016

On behalf of the Board of Directors

For Osiajee Texfab Limited

Sd/-

(Lalitkumar Purohit)

Chairman & Director

(DIN: 01201867)

ANNEXURE - C

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[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,
Osiajee Textfab Limited

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s. Osiajee Textfab Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the OSIAJEE TEXTFAB LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Osiajee Textfab Limited for the financial year ended on 31st March, 2016 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; **Not Applicable to the Company during Audit Period.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015 (w.e.f 15th May 2015);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company during the Audit period.**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit period**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not Applicable to the Company during the Audit period**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit period**

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

- Secretarial Standards issued by The Institute of Company Secretaries of India
[Applicable to the Company since the date of its notification i.e. 1st July, 2015]

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

A. Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made there under are as follows:

- 1. As per the provisions of Section 203 (1) of the Companies Act, 2013, the Company is required to appoint Company Secretary and Chief Financial Officer as Key Managerial Personnel. However, the Company has complied with the same with effect from February 1, 2016.
- 2. Pursuant to the provisions of Section 179(3) of Companies Act, 2013, the Company was required to file e-Form MGT-14 for approval of Annual Financial Statements and Director's Report. The same has **not been complied** with.
- 3. Under the provisions of Section 121(1) of the Companies Act, 2013 read with rule 31(2) of Companies (Management and Administration) Rules, 2014, the Company was required to file MGT-15. The same has not been complied with.

B. Observation/Non Compliance/ Adverse Remarks/ Qualifications in respect of compliance with the Listing Agreement(extent to December 2015)/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 1. The Uniform Listing Agreement, duly signed and executed, between the Company and the Ahmedabad Stock Exchange dated 18th February, 2016 is awaited from Ahmedabad Stock Exchange.
- 2. The Company has **not provided** E-voting facility to its members for the Annual General Meeting held on 30th September, 2015 i.e. during the period under review as required under Regulation 44.
- 3. The company has not made the requisite newspaper publications as required under various regulations of SEBI (Listing and Disclosure Requirements) Regulations, 2015.

I further report that

1. The Company has made an application to Bombay Stock Exchange for direct listing of 5400000 equity shares of Rs. 10/- each on 10th February, 2016 and the approval of the same is awaited.
2. The Company had altered name, registered office and object clause during the period under review.
3. Adequate notices are given to all the directors for the scheduled Board Meetings, alongwith agenda and detailed notes thereon at least seven days in advance, and a system exists for Seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
4. there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For GROVER AHUJA & ASSOCIATES
Company Secretaries

Date: May 30, 2016
Place: New Delhi

Sd/-
Jayanti Sharma
ACS No.:22180
C.P No.: 12794

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

OSIAJEE TEXTFAB LIMITED

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‘Annexure’

To,
The Members,
Osiajee Texpab Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

For GROVER AHUJA & ASSOCIATES
Company Secretaries

Date: May 30, 2016
Place: New Delhi

Sd/-
Jayanti Sharma
ACS No.:22180
C.P No.: 12794

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended 31st March, 2016 and forms part of the Directors' Report.

OVERVIEW OF THE BUSINESS OF THE COMPANY:

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

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

TEXTILE INDUSTRY:

India is the second largest global producer of textiles and garments. The abundant availability of raw materials (cotton, wool, silk and jute) and a skilled workforce have graduated India into a global sourcing hub, employment driver and net foreign exchange earner. The Indian textile industry is export-oriented, facing many challenges, which can be primarily attributed to sluggish global demand as well as deteriorating global competitiveness of the domestic textile industry.

Nevertheless, there are growth opportunities for the Indian textile industry, especially in yarns and fabrics by integrating with leading readymade garment-exporting countries like Bangladesh and Vietnam. Made-ups is another promising sector. In addition, the rising cost of textile manufacturing in China offers attractive opportunities provided suitable policy actions are taken in time.

BUSINESS SEGMENT – TEXTILES

a) Industry structure & Development:

The Indian textile industry market share presently is USD 108 billion, out of which USD 68 billion is domestic consumption and USD 40 billion is exports, due to which India emerges as the second largest exporter after China having 6% share in the global trade. The industry is taking all steps to promote textile exports, which is the need of the hour. Costs are increasing due to rising input costs, including labour and power. The fall in the Rupee against the US dollar should act positively for promotion of exports. Focus on new product development and value added products is continuing in this segment.

b) Segmental Review and Analysis:

The Company's main business is trading of grey fabrics. All the activities of the Company are related to its main business. As such there are no separate reportable segments.

c) Opportunities & Threats:

India has the potential to double its market size in the long run as China is losing its competitive advantage in textiles mainly on account of increasing labour & power costs, the appreciating Yuan, and focus on the domestic market with high value products. The shift from China to India is expected to happen in the long run, to make India a dependable source of supply for the World. Increasing competition from countries like Bangladesh, Vietnam, Pakistan and Sri Lanka due to favourable tariff structures on exports to developed markets like the US,

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EU, Canada, Australia, etc poses a significant challenge to Indian exports. Exports from India attract a much higher duty as compared to other Asian countries.

d) Outlook:

To overcome the challenges and competition, we have taken various initiatives to reduce the operational cost, development of new innovative value added products, and exploring new markets based on certain parameters, to achieve better margins in the future.

Financial Overview

During the year ended March 31, 2016, your Company's Revenue from operations has been Rs. 4125.23 Lakhs. There has been 75% increase in the revenue which can be attributed towards operational efficiency brought about through better utilisation of available resources and proper implementation of business strategies. The profit after tax was Rs. 2.33 Lakhs for the year. The reason towards such lower profits despite good turnover is that the Company had made payment of Rs. 26.65 Lakhs towards processing fees to BSE Limited with respect to Listing Application submitted by the Company.

INTERNAL CONTROL SYSTEMS

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

HUMAN RESOURCE DEVELOPMENT:

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

CAUTIONARY STATEMENT:

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

**On behalf of the Board of Directors
For Osiajee Textfab Limited**

Sd/-
(Umesh Gawand)
Managing Director
(DIN: 00175078)

Place: Mumbai
Date: August 13, 2016

CERTIFICATION FROM MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

To,
The Board of Directors,
Osiajee Textfab Limited

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

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2016 and that to the best of our knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We further certify that:
 - a. there have been no significant changes in internal control over financial reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

Place: Mumbai
Date: August 13, 2016

Sd/-
(Arvind Desai)
Whole-time Director
(DIN: 00353903)

-Sd-
Manoj Purohit
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of
Osiajee Textfab Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Osiajee Textfab Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 the Act in the manner so required and give a true and Fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. 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:

OSIAJEE TEXTFAB LIMITED

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- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has not been an occasion in case of the Company during the year under report to transfer any Sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

Place : Mumbai
Date : 30.05.2016

Sd/-
Sudhir M Desai
Proprietor
M. No. 041999

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7)
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

Place : Mumbai
Date : 30.05.2016

Sd/-
Sudhir M Desai
Proprietor
M. No. 041999

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Osiajee Texfab Limited.

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

We have audited the internal financial controls over financial reporting of Osiajee Texfab Limited (“the Company”) as of March 31, 2016 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, 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 March 31, 2016, 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".

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

Place : Mumbai
Date : 30.05.2016

Sd/-
Sudhir M Desai
Proprietor
M. No. 041999

OSIAJEE TEXTFAB LIMITED

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BALANCE SHEET AS AT 31ST MARCH, 2016

PARTICULARS	NOTE NO.	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
I EQUITY AND LIABILITIES			
1 SHAREHOLDER'S FUNDS			
(a) Share Capital	1	54,000,000	54,000,000
(b) Reserve & Surplus	2	3,189,225	2,955,876
2 NON-CURRENT LIABILITIES			
(a) Long Term Borrowings		-	-
(b) Deferred Tax Liability	3	-	-
(c) Long-term provisions	4	106,192	425,000
3 CURRENT LIABILITIES			
(a) Short-term borrowings	5	-	500,000
(b) Trade Payables	6	18,164,430	91,014,539
(c) Other current liabilities	7	273,000	-
(d) Short-term Provisions		-	-
TOTAL		75,732,847	148,895,415
II ASSETS			
1 NON-CURRENT ASSETS			
(a) Fixed Asset	8	94,837	55,729
(i) Tangible assets			
(ii) Intangible assets			
(iii) Capital work in progress			
(b) Non-current investments	9	19,139,395	20,139,395
(c) Long-term loans and advances	10	14,708,628	54,340,964
(d) Deferred Tax Asset (Net)	3	2,726	2,726
2 CURRENT ASSETS			
(a) Inventories		-	-
(b) Trade receivables	11	41,291,541	74,187,492
(c) Cash and cash equivalents	12	495,720	169,109
(d) Short-term loans and advances		-	-
(e) Other current assets		-	-
TOTAL		75,732,847	148,895,415
See accompanying notes to the financial statements as per our report of even date			
For Sudhir M. Desai & Co.		For Osiajee Texfeb Limited	
Chartered Accountants			
Firm Registration No. 125516W			
Sd/-		Sd/-	
Sudhir M. Desai		(Umesh Gawand)	(Tejas Mhatre)
Proprietor		Managing Director	Director
M. No: 41999		DIN: 00175078	DIN: 05291065
Place : Mumbai		Sd/-	Sd/-
Dated : 30.05.2016		(Manoj Purohit)	(Anita Jaiswal)
		Chief Financial Officer	Company Secretary

OSIAJEE TEXTFAB LIMITED

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PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2016 (RS.)	YEAR ENDED 31.03.2015 (RS.)
INCOME			
Revenue from operations	13	412,523,378	235,170,310
Other Income	14	350,000	2,577,596
Total Revenue		412,873,378	237,747,906
EXPENDITURE			
Cost of material consumed			
Purchases of Stock in Trade		408,186,692	233,787,488
Direct Expenses			
Change in inventories of finished goods		-	-
Employees benefit expenses	15	617,013	528,049
Finance Cost		-	-
Depreciation & amortization	8	34,692	2,808
Other expenses	16	3,696,632	1,159,051
Total expenses		412,535,029	235,477,396
Profit / (Loss) before tax		338,349	2,270,510
Tax expenses		105,000	425,000
Income Tax for Earlier Year		-	87,324
Deferred Tax		-	-
Profit / (Loss) before exceptional item		233,349	1,758,186
Earning per equity shares			
Basic		0.04	0.33

The accompanying notes are an integral part of to the financial statements.

For Sudhir M. Desai & Co.

Chartered Accountants

Firm Registration No. 125516W

Sd/-

Sudhir M. Desai

Proprietor

M. No: 41999

Place : Mumbai

Dated : 30.05.2016

For Osiajee Texfeb Limited

Sd/-

(Umesh Gawand)

Managing Director

DIN: 00175078

Sd/-

(Tejas Mhatre)

Director

DIN: 05291065

Sd/-

(Manoj Purohit)

Chief Financial Officer

Sd/-

(Anita Jaiswal)

Company Secretary

OSIAJEE TEXTFAB LIMITED

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CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2016

PARTICULARS	31.03.2016	31.03.2015
Cash Flow from operating activities :		
Net Profit before Tax as per P & L A/c		
Adjusted for	303,657	2,267,702
Misc Income	-	-
Interest Income	-	-
Depreciation	34,697	2,808
Misc Exp W/off	-	-
Income tax Paid	-	-
Operating Profit Before Working Capital Changes	338,354	2,270,510
Add : Adjusted for		
Other Current Assest	-	-
Sundry Debtors	32,895,951	(19,776,353)
Loans & Advances	39,632,332	15,348,740
Current Liabilities	(72,850,109)	39,552,434
Provisions	(45,808)	(512,324)
Net Cash Inflow/Outflow Operations (A)	(29,280)	34,612,497
Cash Flow from Investing Activities :		
Fixed Assets	(39,108)	(43,692)
Investments	1,000,000	8,302,200
Net Cash Flow from Investing Activities (B)	960,892	8,258,508
Cash Flow from Financial Activities:		
Share Capital	-	-
Share Premium	-	-
Deposits/Unsecured Loans	(500,000)	(45,050,000)
Misc. Expenditure	-	-
Income Tax Paid	105,000	-
Net Cash Flow from Financing Activities (C)	(605,000)	(45,050,000)
Net Cash Increase in Cash & Cash Equivalents (A + B + C)	326,612	915,515
Opening Balances of Cash & Cash Equivalents	169,106	77,591
Closing Balances of Cash & Cash Equivalents	495,718	169,106
NET INFLOW	(326,612)	(915,515)
See accompanying notes to the financial statements as per our report of even date		
For Sudhir M. Desai & Co.	For Osiajee Texfeb Limited	
Chartered Accountants		
Firm Registration No. 125516W		
Sd/-	Sd/-	Sd/-
Sudhir M. Desai	(Umesh Gawand)	(Tejas Mhatre)
Proprietor	Managing Director	Director
M. No: 41999	DIN: 00175078	DIN: 05291065
Place : Mumbai	Sd/-	Sd/-
Dated : 30.05.2016	(Manoj Purohit)	(Anita Jaiswal)
	Chief Financial Officer	Company Secretary

OSIAJEE TEXTFAB LIMITED

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ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31ST MARCH 2016

Note NO.	PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)														
1	SHARE CAPITAL																
	AUTHORISED																
	6000000 Equity Shares of Rs. 10/- Each (P.Y. 6000000 Equity Shares of Rs. 10/- Each)	60,000,000	60,000,000														
	ISSUED, SUBSCRIBED & PAID UP																
	5400000 Equity Shares of Rs. 10/- Each (P.Y. 5400000 Equity Shares of Rs. 10/- Each)	54,000,000	54,000,000														
		54,000,000	54,000,000														
1.1	The reconciliation of the number of shares outstanding is set out below :																
	Equity Shares at the beginning of the year	54,000,000	54,000,000														
	Add: Shares issued during the year	-	-														
	Equity Shares at the end of the year	54,000,000	54,000,000														
1.2	Terms / rights attached to equity shares																
	The company has only one class of equity shares having a par value of Rs. 10/- per share.																
1.3	Details of shareholders holding more than 5% shares in the Company																
		<table><tr><th rowspan="2">Name of shareholder</th><th colspan="2">As at 31st March 2016</th><th colspan="2">As at 31st March 2015</th></tr><tr><th>No of shares held</th><th>% of Holding</th><th>No of shares held</th><th>% of Holding</th></tr><tr><td>Champalal Chouhan</td><td>405,000</td><td>7.50</td><td>405,000</td><td>7.50</td></tr></table>		Name of shareholder	As at 31 st March 2016		As at 31 st March 2015		No of shares held	% of Holding	No of shares held	% of Holding	Champalal Chouhan	405,000	7.50	405,000	7.50
Name of shareholder	As at 31 st March 2016		As at 31 st March 2015														
	No of shares held	% of Holding	No of shares held	% of Holding													
Champalal Chouhan	405,000	7.50	405,000	7.50													

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ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31ST MARCH 2016

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
2 RESERVE & SURPLUS		
Capital Reserve		
As per last Balance Sheet	-	-
(a)	-	-
Security Premium Account		
As per last Balance Sheet	-	-
(b)	-	-
General Reserve		
As per last Balance Sheet	-	-
(c)	-	-
Statement of Profit & Loss		
As per last Balance Sheet	2,955,876	1,197,690
Add : profit / (Loss) for the year	233,349	1,758,186
(d)	3,189,225	2,955,876
Total reserve & surplus	3,189,225	2,955,876
(a+b+c+d)		

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
3 DEFERRED TAX ASSET / (LIABILITY) NET		
i. Deferred Tax liability on account of:		
Timing Difference on Depreciation	-	-
ii. Deferred Tax Asset on account of:		
Disallowances under Income Tax Act:	2,726	2,726
Unabsorbed Depreciation Allowance	-	-
Business Loss	-	-
	2,726	2,726

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
4 LONG TERM PROVISIONS		
Provision for Tax	106,192	425,000
Provision for sub-assets	-	-
	106,192	425,000

OSIAJEE TEXTFAB LIMITED

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ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31ST MARCH 2016

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
5 SHORT TERM BORROWINGS		
Secured		
Working Capital facilities from Bank	-	-
Total		
Unsecured		
Inter Corporate Loan (refer note 4.1)	-	500,000
Total	-	500,000
4.1 – Loans are repayable on demand.		

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
6 TRADE PAYABLES		
Due to Micro small & medium Enterprises	18,164,430	91,014,539
Due to others	-	-
	18,164,430	91,014,539

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
7 OTHER CURRENT LIABILITIES		
Employees Benefits payable	-	-
Provision for outstanding expenses	273,000	-
	273,000	-

8 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2015	ADD/DED DURING	AS AT 31.03.2016	UPTO 01.04.2014	PROVIDED DURING	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
Tangible Assets								
Computer	81,070	44,000	125,070	32,957	31,527	64,484	60,586	48,113
Office Equipments	13,740	29,800	43,540	13,053	3,165	16,218	27,322	687
Furniture & Fixture	138,587	-	138,587	131,658	-	131,658	6,929	6,929
Intangible Assets								
None	-	-	-	-	-	-	-	-
TOTAL RS.	233,397	73,800	307,197	177,668	34,692	212,360	94,837	55,729

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ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
9 NON CURRENT INVESTMENTS		
Unquoted	425,000	1,425,000
Quoted	18,714,395	18,714,395
Share Application Money	-	-
	<u>19,139,395</u>	<u>20,139,395</u>

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
10 LONG-TERM LOANS AND ADVANCES		
(Unsecured and Considered good)		
Loans (Inclusive interest accrues thereon)	13,987,250	53,654,586
Deposit	-	-
Advance Payment of Tax (Net of provision)	721,378	686,378
	<u>14,708,628</u>	<u>54,340,964</u>

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
11 TRADE RECEIVABLES		
(Unsecured and Considered good)		
Outstanding for a period exceeding Six Months	41,291,541	74,187,492
Others	-	-
	<u>41,291,541</u>	<u>74,187,492</u>

PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
12 CASH AND BANK BALANCES		
Cash in Hand	12,156	112,600
Balance with bank in current account	483,564	56,509
Total	<u>495,720</u>	<u>169,109</u>

PARTICULARS	YEAR ENDED 31.03.2016 (RS.)	YEAR ENDED 31.03.2015 (RS.)
13 REVENUE FROM OPERATIONS		
Sales	412,523,378	235,170,310
Other Operating Income	-	-
	<u>412,523,378</u>	<u>235,170,310</u>

OSIAJEE TEXTFAB LIMITED

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ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31ST MARCH 2016

PARTICULARS	YEAR ENDED 31.03.2016 (RS.)	YEAR ENDED 31.03.2015 (RS.)
14 OTHER INCOME		
Interest Received	350,000	3,202,596
Brokerage Received	-	-
Profit / Loss on sale of shares	-	(625,000)
	350,000	2,577,596

PARTICULARS	YEAR ENDED 31.03.2016 (RS.)	YEAR ENDED 31.03.2015 (RS.)
15 EMPLOYEE BEBEFIT EXPENSES		
Salaries	460,000	445,000
Staff Welfare Expenses	83,049	83,049
Remuneration to Directors	125,000	-
	617,013	463,298

PARTICULARS	YEAR ENDED 31.03.2016 (RS.)	YEAR ENDED 31.03.2015 (RS.)
16 OTHER EXPENSES		
Advertisement & Sales Promotion	-	4,401
Bank Charges	235	1,067
Director Sitting Fees	172,500	61,000
Filing Fees	98,699	89,158
General expenses	3,043,133	519,700
Legal & Professional Charges	-	-
Listing Fees	22,800	296,068
Postage & Telegram	16,819	14,152
Professional Charges	186,276	79,729
Printing & Stationary	25,360	23,685
Telephone Charges	70,702	29,142
Travelling expenses	42,108	35,949
Remuneration to Auditors		
Audit Fees	18,000	5,000
	3,696,632	1,159,051

NOTE

Significant Accounting Policies

(a) Basis of Preparation

These financial statements are prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 (the 'Act') shall continue to apply. Consequently, these financial statements are prepared to comply in all material aspects with the Accounting Standards notified under sub-section (3C) of Section 211 of the Act [Companies (Accounting Standards) Rules, 2006] and the other relevant provisions of the Companies Act, 2013.

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

(b) Fixed Assets

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss.

Depreciation on tangible assets is calculated on a Written Down Value basis as per the rates prescribed under Schedule II of the Companies Act, 2013.

Assessment is carried out at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. Impairment loss is provided to the extent the carrying amount of assets exceed their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

(c) Investments

Long-term Investments are stated at cost. Provision is made to recognise a decline, other than temporary, in the value of Long-term Investments. Current Investments are stated at lower of cost and fair value.

(d) Inventories

Inventories are valued at lower of cost and net realisable value. Cost is determined on moving weighted average basis. Cost of work-in-progress and finished goods includes labour and manufacturing overheads, where applicable. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(e) Foreign Currency Transactions

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

(f) Revenue Recognition

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the customer and are recognised net of trade discounts, rebates, sales tax and excise duty.

(g) Taxes on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward 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 realised. 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.

(h) Use of Estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date and the results of operations during the reporting period. The actual results could differ from these estimates. Any revision to such accounting estimates is recognised in the accounting period in which such revision takes place.

(i) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period.

(j) Leases

Lease in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss over the period of the lease.

OSIAJEE TEXTFAB LIMITED

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(k) Cash and Cash Equivalents

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

(l) Related Party Transaction

During the year, no transactions have been entered by the Company with any related party.

Signature to the Schedule 1 to 16 forming part of the Balance Sheet & Profit & Loss Account.

For Sudhir M. Desai & Co.

Chartered Accountants

Firm Registration No. 125516W

Sd/-

Sudhir M. Desai

Proprietor

M. No: 41999

Place : Mumbai

Dated : 30.05.2016

For Osiajee Textfab Limited

Sd/-

(Umesh Gawand)

Managing Director

DIN: 00175078

Sd/-

(Tejas Mhatre)

Director

DIN: 05291065

Sd/-

(Manoj Purohit)

Chief Financial Officer

Sd/-

(Anita Jaiswal)

Company Secretary

OSIAJEE TEXTFAB LIMITED**L17299GJ1995PLC024606**

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

Tel.: +91 9920291747/ 022-67470558, Website: www.osiajeehdl.com**ATTENDANCE SLIP**

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

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

NAME OF THE SHAREHOLDER / PROXYHOLDER: _____

I hereby record my presence at the **21st Annual General Meeting** of the Company held on **Friday, September 30, 2016** at **2.00 p.m.** at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130.

Signature of Shareholder/Proxyholder

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

**OSIAJEE TEXTFAB LIMITED****L17299GJ1995PLC024606**

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

Tel.: +91 9920291747/ 022-67470558, Website: www.osiajeehdl.com**PROXY FORM**

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

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

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

- 1) Name : _____ Address : _____
Email ID: _____ Signature: _____ or failing him
- 2) Name : _____ Address : _____
Email ID: _____ Signature: _____ or failing him
- 3) Name : _____ Address : _____
Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **21st Annual General Meeting** of the Company to be held on **Friday, September 30, 2016** at **2.00 p.m.** at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
<ol style="list-style-type: none"> 1. Adoption of financial statements for the year ended as at March 31, 2016 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mrs. Vidya Gawand (DIN: 07155987), who retires by rotation. 3. Ratification of appointment of auditors and fixing their remuneration. 	<ol style="list-style-type: none"> 4. Appointment of Mr. Vikramjit Singh (DIN: 07496085) as an Independent Director for a term of Five years.

Signed this _____ day of _____ 2016.

Signature of Shareholder

Signature of the proxy (holders)

Notes:

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

**If undelivered, please return to:
362, Anjani Industrial Estate,
Vibhag-3, Gothan, Olpad,
Surat-394130.**