

Omnitex Industries (India) Limited

(CIN L17100MH1987PLC042391)



32nd ANNUAL REPORT 2017-2018



Omnitex Industries (India) Limited



Omnitex Industries (India) Limited

Board of Directors	Mr. Amit R. Dalmia Mr. Narendra Kumar Dalmia Mr. Ashok M. Bhawnani Mr. Durgaprasad S. Sabnis Mr. J. Ramakrishnan Ms. Geeta Pardiwalla	Chairman & Non-Executive Independent Director Managing Director Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Independent Director
Auditors	Tembey & Mhatre, Chartered Accountants	
Registrars & Transfer Agents	Adroit Corporate Services Pvt. Ltd. 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.	
Registered Office	Sabnam House, Ground Floor, Plot No. A 15/16, Central Cross Road B, MIDC, Andheri (East), Mumbai - 400 093.	
CIN	L17100MH1987PLC042391	
Website	www.omnitex.com	
Email	info@omnitex.com	

32nd Annual General Meeting

Date : 28th September, 2018
Day : Friday
Time : 10.00 a.m.
Venue : Banquet Hall, Sher-e-Punjab Gymkhana & Health Club Association, 368/72, Club Premises, Sher-e-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.

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

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of M/s. Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) is scheduled to be held on Friday, the 28th September, 2018, at 10.00 a.m., at, Banquet Hall, Sher-e-Punjab Gymkhana & Health Club Association, 368/72, Club Premises, Sher-e-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400093, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement including Balance Sheet as at 31st March 2018, the statement of Profit and Loss for the financial year ended 31st March, 2018 together with Reports of the Directors' and Auditors' thereon.
2. To re-appoint Mr. Ashok M Bhawnani (holding DIN 00058344) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board of Directors

Amit R Dalmia

Chairman

(DIN 00210919)

Place: Mumbai

Date: 30th May, 2018

Registered Office:

Sabnam House, Ground Floor,

Plot No A15/16, Central Cross Road B,

MIDC, Andheri (East), Mumbai – 400093

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member. The holder of proxy shall prove his identity at the time of attending the meeting.
4. The Register of Members and Share transfer books of the Company will remain closed from 26th September, 2018 to 28th September, 2018 (both days inclusive)
5. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
6. Members are requested to intimate the change of address, if any, to the Registrar and Share Transfer Agents M/s. Adroit Corporate Services Private Limited, 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400059.
7. Members desiring any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
8. As per SEBI guidelines, after 5th December 2018, transfer of shares in physical form will not be allowed and hence if you are holding the shares in physical form, please get the same dematerialized.
9. The Members who wish to take advantage of the nomination facility, can obtain the prescribed nomination form, from the Company's Registrar and Transfer Agent.



Omnitex Industries (India) Limited

10. Brief Resume of Person proposed to be re-appointed / appointed as Director of the Company at the Annual General Meeting.

Name of the Director	Date of Birth	Date of Appointment	Expertise in Specific functional areas	Qualifications	Directorship held in other Public Companies	No of Shares Held
Mr. Ashok M Bhawnani	12-3-1951	29-05-2015	Mr. Ashok M Bhawnani is the main promoter of the Company and is having more than 38 years of Experience. He is also Director of Strata Geosystems (India) Pvt Ltd., Sun-N-Sand Hotels Pvt. Ltd. and Diana Buildwell Pvt. Ltd.	B.Com A.C.A.	NIL	9,25,380

He is not related to any of the existing directors of the company.

11. Disclosure with respect to Demat suspense account / unclaimed suspense account

Information pursuant to Regulation 34 (3) read with Clause F of Schedule V of LODR. As on date of this report, the Company does not have any demat suspense account / unclaimed suspense account and hence no information is provided.

12. Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL): The members may cast their votes using e-voting from a place other than the venue of the meeting. ("Remote e-voting")
- II. The facility for voting through ballot shall be made available at the venue of meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot.
- III. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- IV. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
- V. Mr. Niraj Trivedi Practicing Company Secretary (Membership No. FCS 3844, CP NO.3123) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. (Both Remote e-voting and ballot voting)
- VI. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 21st September, 2018
- VII. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 21st September, 2018 only shall be entitled to avail the facility of Remote e-voting or voting at meeting venue.
- VIII. The voting period begins on 25th September, 2018 at 9.00 a.m. and ends on 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e 21st September, 2018) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- IX. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorised by him in this behalf. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.omnitex.com and on the website of CDSL and communicated to BSE Limited.
- X. Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 28th September, 2018.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2018 at 9.00 a.m. and ends on 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (21st September, 2018) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Omnitex Industries (India) Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

13. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 a.m. to 5:00 p.m.) on all working days except Saturday and Sunday, up to and including the date of the Annual General Meeting of the Company.

14. The Company’s Equity Shares are listed at BSE Limited with script code 514324 and Listing Fees for the Financial Year 2018-19 has been paid.

By order of the Board of Directors
Amit R Dalmia
Chairman
(DIN 00210919)

Place: Mumbai
Date: 30th May, 2018

Registered Office:
Sabnam House, Ground Floor,
Plot No A15/16, Central Cross Road B,
MIDC, Andheri (East), Mumbai – 400093

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 32nd Annual Report together with the Audited Financial Statement of the Company for the financial year ended March 31, 2018.

1. FINANCIAL RESULTS

	2017-18 (₹. in Lacs)	2016-17 (₹. in Lacs)
Profit / (Loss) before Financial Charges, Depreciation and Taxes	17.98	(4.54)
<i>Less</i> Financial Charges	0.95	0.05
Depreciation	8.76	9.36
Current Tax	1.58	0.00
Deferred Tax	(0.00)	(0.00)
MAT Credit Entitlement	(0.00)	(0.00)
	-----	-----
Net Profit / (Loss) after depreciation and tax	6.69	(13.95)
<i>Add:</i> Loss brought down from earlier year	(70.79)	(56.84)
Prior Period Adjustment for Taxes	(0.00)	(0.00)
Amount Carried to Reserves	0.00	0.00
	-----	-----
Balance (Loss) carried to Balance Sheet	(64.10)	(70.79)
	=====	=====

2. DIVIDEND

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

3. TRANSFER TO RESERVES

During the year, the Company has not transferred any amount to reserves.

4. THE STATE OF COMPANY'S AFFAIRS AND OUTLOOK

During the year under review, your Company has earned profit after tax of ₹ 6.69 lacs as against net loss of ₹ 13.95 lacs during the previous year. The Company expects the situation to further improve in the year 2018-19. During the year under review, there is no change in the nature of business.

5. BOARD MEETINGS / AUDIT COMMITTEE MEETINGS

Board Meetings

Four Board Meetings were held in the year 2017-18 and the gap between two Board Meetings did not exceed 120 days. The same were held on 30th May, 2017, 13th September, 2017, 14th December, 2017 and 13th February, 2018.

Name of the Directors	Board Meetings Attended During 2017-18
Mr. Ashok M. Bhawnani	4
Mr. Narendra Kumar Dalmia	4
Mr. Amit R. Dalmia	4
Mr. Durgaprasad S. Sabnis	4
Mr. J. Ramakrishnan	4
Ms. Geeta Pardiwalla	3



Omnitex Industries (India) Limited

Audit Committee

The composition of the Audit Committee is as under:

Name of the Member	Chairman / Member	No. of Meetings held	Meetings Attended During 2017-18
Mr. Amit R. Dalmia	Chairman	4	4
Mr. J. Ramakrishnan	Member	4	4
Ms. Geeta Pardiwalla	Member	4	3

The Board has accepted all recommendations of Audit committee. The dates of meeting of Audit committee are same as mentioned for the Board meetings.

6. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis.
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

7. STATEMENT ON INDEPENDENT DIRECTORS

The Independent Directors have submitted declaration about their independency confirming that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013. Disclosures to the Board by Independent Directors pursuant section 149 (10) of the Companies Act, 2013 is not applicable as no ID is being re-appointed.

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

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

9. COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK

Statutory Auditor

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

Secretarial Auditor

Members attention is invited to the observation in the Report of Secretarial Auditor regarding non-appointment of Company Secretary and CFO.

Considering the current nature and size of the operations, Company is finding it challenging to attract right talent for the post of CFO and Company Secretary. Further it may also drain the resources. However, to comply with the requirements company continues to lookout for a CFO and Company Secretary.

10. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Loans

During the year, Company had continued ICD amounting to ₹ 40 Lacs @ 15% p.a. to M/s. Centrum Capital Limited in compliance with the requirements of section 186 of Companies Act 2013. The said loan is fully repaid.

Guarantees

The Company has not given any Guarantees or provided any security during the current year and there is no outstanding guarantee / security as at 31st March, 2018.

Investments

During the year the Company has made additional investments in the Equity Share Capital of Joint Venture company i.e. Strata Geosystems (India) Private Limited by subscribing to 25,000 Equity Shares at an issue price of ₹ 120 per Equity Share under Right Issue offer by the joint venture company. The Company has subscribed to the rights issue to the extent of funds available. Company is carrying forward the investments made in the equity Strata Geosystems (India) Private Limited amounting to ₹ 3,23,30,880/-.

11. RELATED PARTY TRANSACTIONS

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis. **NIL**

SN	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis. **NIL**

SN	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	
f)	Amount paid as advances, if any	

The Company during the year has not entered into any related party transaction as contemplated under Section 188 of the Companies Act, 2013.



12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

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

Considering the present nature of activity, the provisions of Section 134(m) of the Companies Act, 2013 do not apply.

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

14. RISK MANAGEMENT

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

1. Investment risk

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

2. Property risk

All the properties of the company are adequately insured.

3. Financial Risk

The Financial Risks are dealt with in the notes to the accounts. (Refer No 3.20)

15. CORPORATE SOCIAL RESPONSIBILITY

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

16. PERFORMANCE EVALUATION

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

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

The Directors expressed their satisfaction with the evaluation process.

17. FAMILIARIZATION PROGRAMS OF INDEPENDENT DIRECTORS

Your Company has established well defined familiarization and induction program. However during the year Company has not appointed any Director and as a result no familiarization program was conducted during the year.

18. JOINT VENTURE / SUBSIDIARY / ASSOCIATE COMPANY

During the year under review, the topline of M/s. Strata Geosystems (India) Private Limited, the Joint Venture Company has marginally declined which is a temporary impact on account of implementation of GST. In spite of Company having 18.63% equity holding in the Joint Venture Company, the company is not having significant influence as defined in Accounting Standard 23 in the Joint Venture Company

and therefore, requirement of consolidated financial statement is not applicable. However provision of information in form AOC-1 is applicable and the same is given in the notes to the accounts.

Company does not have any subsidiary / other associate company.

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

19. DIRECTORS

Mr. Ashok M Bhawnani (holding DIN 00058344) is retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. You are therefore requested to give your consent for the said re-appointment of Mr. Ashok M Bhawnani (holding DIN 00058344) as Director of the Company. The brief profile of Mr. Ashok M Bhawnani (holding DIN 00058344) in compliance with the requirements of Listing Regulation is provided in the notes forming part of notice.

20. DETAILS OF DIRECTORS / KMP APPOINTED / RESIGNED

Mr. Narendra Kumar Dalmia, has been appointed as Managing Director for a period of five years w.e.f. 29th May, 2015.

Ms. Anuja More, has resigned as Company Secretary and compliance officer w.e.f. 4th May 2017. Mr. J Ramakrishnan was appointed as Compliance Officer w.e.f. 30th May, 2017.

The Company is in the process of appointing a CFO and Company Secretary.

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

1. None of the Directors of the Company is drawing any remuneration other than sitting fees. Hence the information in respect of ratio of remuneration of each director to the median remuneration of employees etc., are not provided. Other information are:
 - I. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:
During the financial year, there is no increase in remuneration drawn by the Company Secretary.
 - II. Percentage increase in median remuneration of each directors, CFO, CEO, CS or manager if any in the FY : NIL
 - III. The percentage increase in the median remuneration of employees in the FY: NIL
 - IV. The No. of Permanent Employees on the roll of Company: 2
 - V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - No increase in remuneration
 - VI. Affirmation that the remuneration is as per the remuneration policy of the Company – we affirm that the Company is paying remuneration as per the policy of the company.
2. As there were no employees drawing remuneration more than the limit prescribed under rule 5 of Companies (Appointments and Remuneration) Rules 2014 as amended from time to time, the same information is not provided.
Statement showing the names of the top 10 employees in terms of remuneration drawn shall be provided on request.

22. AUDITORS

Statutory Auditor

M/s. Tembey & Mhatre, Chartered Accountants, present Auditors of the Company, were appointed as statutory auditors for a period of four consecutive years (i.e. 2017-18, 2018-19, 2019-20 & 2020-21) by the members at the 31st AGM of the Company held on 29th September 2017. Therefore, there is no change in Statutory Auditors.



Omnitex Industries (India) Limited

Secretarial Auditor

Mr. Shalin Patel, Company Secretary (Membership No. ACS 22687, CP NO. 17070) has been appointed as Secretarial Auditor for the Financial year 2017-18. The Secretarial audit report as issued is annexed herewith.

23. DEPOSITS

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

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

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

25. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial control system with reference to the Financial Statements.

26. VIGIL MECHANISM

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

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

In terms of section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 we report that, during 2017-18, no case has been reported under the said act.

28. CORPORATE GOVERNANCE REPORT

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulations 17 to 27 of Listing Regulations in respect of Corporate Governance are not mandatory for the time being mainly due to paid up share capital of the company is not exceeding ₹ 10 Crores and Networth not exceeding ₹ 25 Crores as on the last day of previous financial year. In view of the above separate corporate governance report is not provided.

29. ISSUE OF SHARES ETC.

The company during the year under consideration has not issued any shares with different rights, sweat equity etc.

30. APPRECIATION

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

On Behalf of the Board of Directors,
Amit R. Dalmia
Chairman
(DIN 00210919)

Place: Mumbai

Date: 30th May, 2018

Form MGT-9
Extract of Annual Return
as on the financial year ended on March 31, 2018
(Pursuant to Section 92(3) of the Companies Act 2013 and rule 12(1) of
The Companies (Management and Administration) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L17100MH1987PLC042391
ii)	Registration Date	30th January 1987
iii)	Name of the Company	Omnitex Industries (India) Limited
iv)	Category / Sub-category of the Company	Public Company / Limited by Shares
v)	Address of the Registered Office and Contact Details	Sabnam House, Ground Floor, Plot No A 15/16, Central Cross Road B, M.I.D.C. Andheri (East), Mumbai - 400 093 Tel: 022-40635100 Fax: 022-40635199
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact Details of the Registrar and Transfer Agents, if any	M/s. Adroit Corporate Services Pvt. Ltd., 17/20, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059. Phone: 022-42270426 Fax: 022-28503748 Contact Person: Mr. Sandeep Holam E-mail: info@adroitcorporate.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All Business Activities contributing 10% or more of the total turnover of the Company Attachment A

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Attachment B

IV SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i)	Category wise shareholding	Attachment C
ii)	Shareholding of Promoters	Attachment D
iii)	Change in Promoters Shareholding	Attachment E
iv)	Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)	Attachment F
v)	Shareholding of Directors and Key Managerial Personnel	Attachment G

V INDEBTEDNESS

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A.	Remuneration to Managing Director, Whole Time Director and / or Manager	NIL
B.	Remuneration to other Directors	NIL
C.	Remuneration to Key Managerial Personnel other than MD/WTD/Manager	₹. 17,161/- Paid to Company Secretary

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES NIL



Omnitex Industries (India) Limited

Attachment - A

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All Business Activities contributing 10% or more of the total turnover of the Company

SN	Name and Description of main products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Trading in Textiles	461-4610-46101 Activities of Commission Agents, Brokers dealing in wholesale trade of agricultural raw material, live animals, food, beverages, intoxicants and textiles	100%

Attachment - B

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name of the Company	Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Strata Geosystems (India) Private Limited	Sabnam House, Ground Floor, Plot No A15/16, Central Cross Road B, M.I.D.C., Andheri (East), Mumbai - 400 093	U17299MH2004 PTC148625	Associate	18.63	2(6)

**SHAREHOLDING PATTERN
(Equity Share Capital Breakup as Percentage of Total Equity)**

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. Promoters									
(1) Indian									
a) Individual/HUF	9,25,380	-	9,25,380	22.01	9,25,380	-	9,25,380	22.01	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks /FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
f-1) PERSONS ACTING IN CONCERT(CORP.BODIES)	1,62,663	1,000	1,63,663	3.89	1,62,663	1,000	1,63,663	3.89	-
f-2) PERSONS ACTING IN CONCERT(INDIVIDUALS)	15,02,631	6,000	15,08,631	35.89	15,03,631	6,000	15,09,631	35.91	0.02
Total Shareholding of promoter (A)	25,90,674	7,000	25,97,674	61.79	25,91,674	7,000	25,98,674	61.81	0.02
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	100	100	0.00	-	100	100	0.00	-
b) Banks / FI	200	-	200	0.00	200	-	200	0.00	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	200	100	300	0.01	200	100	300	0.01	-
(2) Non - Institutions									
a) Bodies Corp.									
i) Indian	5,74,320	5,600	5,79,920	13.79	5,65,315	5,600	5,70,915	13.58	(0.21)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3,11,398	2,38,750	5,50,148	13.09	3,24,032	2,35,150	5,59,182	13.30	0.21
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3,17,179	1,15,300	4,32,479	10.29	3,19,549	1,15,300	4,34,849	10.34	0.05
c) Others (Specify)									
c-1)NON RESIDENT INDIANS(INDIVIDUALS)	15,529	-	15,529	0.36	12,130	-	12,130	0.29	(0.07)
c-2)DIRECTORS	28,050	-	28,050	0.67	28,050	-	28,050	0.67	-
Sub-total (B)(2)	12,46,476	3,59,650	16,06,126	38.20	12,49,076	3,56,050	16,05,126	38.18	(0.02)
Total Public Shareholding(B)=(B) (1)+(B)(2)	12,46,676	3,59,750	16,06,426	38.21	12,49,276	3,56,150	16,05,426	38.19	(0.02)
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Sub-total (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	38,37,350	3,66,750	42,04,100	100.00	38,40,950	3,63,150	42,04,100	100.00	-



Attachment D

Shareholding of Promoters

SN	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	GAUTAM N DALMIA	1,66,225	3.95	-	1,67,225	3.97	-	0.02
2	SUN-N-SAND INVESTMENTS AND FINANCE CO. PVT LTD	1,62,663	3.87	-	1,62,663	3.87	-	-
3	ADVANI KIRON GUL	4,44,254	10.57	-	4,44,254	10.57	-	-
4	ASHOK M BHAWNANI	9,25,380	22.01	-	9,25,380	22.01	-	-
5	SUN-N-SAND HOTEL PVT LTD	1,000	0.02	-	1,000	0.02	-	-
6	SANGEETA DALMIA	1,150	0.03	-	1,150	0.03	-	-
7	ARUNKUMAR DALMIA	6,000	0.14	-	6,000	0.14	-	-
8	NARENDRA DALMIA	6,46,720	15.38	-	6,46,720	15.38	-	-
9	MANORAMA DALMIA	2,44,282	5.81	-	2,44,282	5.81	-	-
	TOTAL	25,97,674	61.79	-	25,98,674	61.81	-	0.02

Attachment E

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

SN	Particulars	Name of Promoter's	As on Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	SUN-N-SAND HOTEL PVT LTD	1-Apr-17	1,000	0.02	1,000	0.02
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the end of the year		31-Mar-18			1,000	0.02
2	At the beginning of the year	NARENDRA DALMIA	1-Apr-17	6,46,720	15.38	6,46,720	15.38
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the end of the year		31-Mar-18			6,46,720	15.38
3	At the beginning of the year	SUN-N-SAND INVESTMENTS AND FINANCE CO. PVT.LTD.	1-Apr-17	1,62,663	3.87	1,62,663	3.87
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the end of the year		31-Mar-18			1,62,663	3.87
4	At the beginning of the year	ARUNKUMAR DALMIA	1-Apr-17	6,000	0.14	6,000	0.14
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the end of the year		31-Mar-18			6,000	0.14

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SN	Particulars	Name of Promoter's	As on Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year		
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
5	At the beginning of the year	ASHOK M BHAWNANI	1-Apr-17	9,25,380	22.01	9,25,380	22.01	
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL			
	At the end of the year		31-Mar-18			9,25,380	22.01	
6	At the beginning of the year	MANORAMA DALMIA	1-Apr-17	2,44,282	5.81	2,44,282	5.81	
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL			
	At the end of the year		31-Mar-18			2,44,282	5.81	
7	At the beginning of the year	SANGEETA DALMIA	1-Apr-17	1,150	0.03	1,150	0.03	
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL			
	At the end of the year		31-Mar-18			1,150	0.03	
8	At the beginning of the year	ADVANI KIRON GUL	1-Apr-17	4,44,254	10.57	4,44,254	10.57	
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL			
	At the end of the year		31-Mar-18			4,44,254	10.57	
9	At the beginning of the year	GAUTAM N DALMIA	1-Apr-17	1,66,225	3.95	1,66,225	3.95	
	Date wise Increase / Decrease in Promoters Share holding during the year			5-May-17	1,000	0.02	1,67,225	3.97
	At the end of the year			31-Mar-18			1,67,225	3.97



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

SN	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	CHARLIE FINANCE PRIVATE LIMITED	1-Apr-17	3,87,050	9.21	3,87,050	9.21
			31-Mar-18	NIL	NIL	3,87,050	9.21
2	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	ADVENT INVESTMENT AND FINANCE COMPANY LTD	1-Apr-17	1,53,575	3.65	1,53,575	3.65
			31-Mar-18	NIL	NIL	1,53,575	3.65
3	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	SANGEETA A MANSHARAMANI	1-Apr-17	97,900	2.33	97,900	2.33
			31-Mar-18	NIL	NIL	97,900	2.33
4	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	ANITA ARUN SUREKA	1-Apr-17	55,583	1.32	55,583	1.32
			31-Mar-18	NIL	NIL	55,583	1.32
5	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	SUBRAMANIAN P	1-Apr-17	50,495	1.20	50,495	1.20
			25-Jan-18	(25)	0.00	50,470	1.20
			31-Mar-18			50,470	1.20
6	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	THANVEER K P	1-Apr-17	42,996	1.02	42,996	1.02
			21-Apr-17	500	0.01	43,496	1.03
			26-May-17	1,504	0.04	45,000	1.07
			14-Jul-17	91	0.00	45,091	1.07
			3-Nov-17	300	0.01	45,391	1.08
31-Mar-18			45,391	1.08			
7	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	KANISHK SARAOGI	1-Apr-17	40,595	0.97	40,595	0.97
			31-Mar-18	NIL	NIL	40,595	0.97
8	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	THRITY MINOO KATPITIA	1-Apr-17	22,900	0.54	22,900	0.54
			31-Mar-18	NIL	NIL	22,900	0.54
9	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	TEMTON MINOO KATPITIA	1-Apr-17	20,000	0.48	20,000	0.48
			31-Mar-18	NIL	NIL	20,000	0.48
10	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the end of the year	ANJU HARLALKA	1-Apr-17	18,524	0.44	18,524	0.44
			31-Mar-18	NIL	NIL	18,524	0.44

Attachment G

Shareholding of Directors and Key Managerial Personal

SN	Particulars	Name of Shareholder's	As On Date	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	At the beginning of the year	RAMAKRISHNAN J	1-Apr-17	100	0.00	100	-
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
2	At the end of the year	GEETA PARDIWALLA	31-Mar-18			100	-
	Date wise Increase / Decrease in Share holding during the year						
3	At the beginning of the year	ASHOK BHAWNANI	1-Apr-17	27,950	0.66	27,950	0.66
	Date wise Increase / Decrease in Share holding during the year				NIL	NIL	
4	At the end of the year	NARENDRA DALMIA	31-Mar-18			27,950	0.66
	Date wise Increase / Decrease in Share holding during the year						
3	At the beginning of the year	ASHOK BHAWNANI	1-Apr-17	9,25,380	22.01	9,25,380	22.01
	Date wise Increase / Decrease in Share holding during the year				NIL	NIL	
4	At the end of the year	NARENDRA DALMIA	31-Mar-18			9,25,380	22.01
	Date wise Increase / Decrease in Share holding during the year						
4	At the beginning of the year	NARENDRA DALMIA	1-Apr-17	6,46,720	15.38	6,46,720	15.38
	Date wise Increase / Decrease in Share holding during the year				NIL	NIL	
4	At the end of the year	NARENDRA DALMIA	31-Mar-18			6,46,720	15.38
	Date wise Increase / Decrease in Share holding during the year						

Attachment H

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

		Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year					
i)	Principal Amount	7,36,582	-	-	7,36,582
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
Total (i+ii+iii):		7,36,582	-	-	7,36,582
Change in indebtedness during the year					
	Addition	4,62,502	-	-	4,62,502
	Deletion	11,99,084	-	-	11,99,084
	Net Change	(7,36,582)	-	-	(7,36,582)
Indebtedness at the end of the Financial Year					
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
Total (i+ii+iii):		-	-	-	-



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

Introduction

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

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

Remuneration Policy

Directors

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

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

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

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

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

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

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

Key Managerial Personnel and Other Employees

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

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

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

Criteria for Board Membership

Directors

The Company shall take into account following points:

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

Independent Director

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

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

MANAGEMENT DISCUSSION AND ANALYSIS

During the year, the company has turned around. Although rental income contributed to that in a major way, trading activities have shown good improvement and management hopes that in the coming years, contribution from trading should go up.

INTERNAL CONTROL AND SYSTEMS

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Sales:

Total income from operations was ₹ 79.97 Lacs as against last year's figure of ₹ 50.10 Lacs.

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

The Company has earned a profit of ₹ 17.98 Lacs, as against last year's loss of ₹ 4.54 Lacs.

Financial Charges:

Financial Charges stands at ₹ 0.95 Lacs as against ₹ 0.05 lacs in the previous financial year.

Net Profit After Tax:

The Company has earned profit after tax of ₹ 6.69 Lacs as against net loss of ₹ 13.95 Lacs during the previous year.

HUMAN RESOURCES

There are no material developments on the Human Resource Front.

CAUTIONARY STATEMENT

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



Omnitex Industries (India) Limited

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2018.

**For Omnitex Industries (India) Limited,
Narendra Kumar Dalmia
Managing Director
(DIN 00071559)**

Place: Mumbai

Date: 30th May, 2018

MANAGING DIRECTOR CERTIFICATION

I, Mr. Narendra Kumar Dalmia, in my capacity as Managing Director of Omnitex Industries (India) Limited (“the Company”) and to the best of my knowledge and belief do hereby certify that:

- a. I have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2018 and that to the best of my knowledge and belief, I state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. 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.
- b. I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s Code of Business Conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
- d. I have indicated, wherever applicable, to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which I 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 the financial reporting.

**For Omnitex Industries (India) Limited,
Narendra Kumar Dalmia
Managing Director
(DIN 00071559)**

Place: Mumbai

Date: 30th May, 2018

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

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

To,

The Members

OMNITEX INDUSTRIES (INDIA) LIMITED

'Sabnam House' Ground Floor, Plot No. A 15 /16,

Central Cross Road B, M.I.D.C. Andheri (East), Mumbai – 400093.

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Omnitex Industries (India) Limited (the Company)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) 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, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **Not applicable.**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations – 2014. **Not applicable.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not applicable.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not applicable.**
- (vi) Other laws as applicable specifically to the Company:-
 - (a) The Payment of Wages Act, 1936
 - (b) The Minimum Wages Act, 1948



Omnitex Industries (India) Limited

- (c) The Employees State Insurance Act, 1948
- (d) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (e) The Maternity Benefit Act, 1961
- (f) The Maharashtra Shop and Establishments Act, 1948
- (g) The Industrial Employment (Standing Orders) Act, 1946
- (h) The Apprentices Act, 1961
- (i) The Employees' Compensation Act, 1923
- (j) The Maharashtra Industrial Relations Act
- (k) The Contract Labour (Regulation and Abolition) Act, 1970
- (l) The Maharashtra Mathadi, Hamal and Other Manual Workers (Regulation of Employment and Welfare) Act, 1969
- (m) The Child Labour (Prohibition and Regulation) Act, 1986
- (n) The Industrial Disputes Act, 1947
- (o) The Maharashtra Workmen's Minimum House-Rent Allowance Act, 1983
- (p) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As informed to me by Management there are no other laws that are specifically applicable to the Company based on their sector/industry over and as given above and they have complied with the same.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015.

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

1. *Not Appointed KMP (CFO & Company Secretary) during the year in compliance with Section 203, of the Companies Act 2013.*

I further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the Company has not signed any technical collaboration agreement.

Signature :

Place: Vadodara
Date: 30th May, 2018

Name of Company Secretary in practice :
CS – SHALIN PATEL
C. P. No.: 17070

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

'Annexure A'

To,
The Members

OMNITEX INDUSTRIES (INDIA) LIMITED

'Sabnam House' Ground Floor, Plot No. A 15 /16,
Central Cross Road B, M.I.D.C. Andheri (East),
Mumbai – 400093.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

CS – SHALIN PATEL

Practicing Company Secretary

ACS - 22687

CP No. 17070

Date: 30th May, 2018

Place: Vadodara



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF OMNITEX INDUSTRIES (INDIA) LIMITED

Report on Ind AS financial statements

We have audited the accompanying Ind AS financial statements of OMNITEX INDUSTRIES (INDIA) LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS financial statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance(including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS 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 thereunder.

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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, 2018, of its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we enclose in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
 - f) On the basis of written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - g) Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 is enclosed in Annexure B.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Ind AS financial statements disclose the impact of pending legal obligations on the financial position of the company, reference is invited to Note 3.20 to the Ind AS financial statements;
 - ii. The company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses;
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For Tembey & Mhatre
Chartered Accountants
FRN 116359W

(Shrikant B Tembey)
Partner

Membership No. 033787

Place: Mumbai
Date: 30th May, 2018



ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE Ind AS FINANCIAL STATEMENTS OF OMNITEX INDUSTRIES (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH 2018

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

- i. In respect of the company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account;
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Management has conducted physical verification of inventory at reasonable intervals. In our opinion, the frequency of verification is reasonable. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties listed in the register maintained under section 189 of the Companies Act. Accordingly, the provisions of sub-clause (a), (b) and (c) of paragraph 3 (iii) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76, or any other relevant provisions of the Companies Act and the rules framed thereunder.
- vi. We have been informed that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, value added tax, service tax, goods and service tax and other material statutory dues applicable to it. According to the information and explanations given to us, there were no undisputed amounts payable in respect of income tax, service tax, sales tax, value added tax and goods and service tax in arrears, as at 31st March 2018 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no dues of income tax, service tax, sales tax, value added tax and goods and service tax which have not been deposited on account of any dispute.
- viii. According to the information and explanations obtained by us, the company has no obligation of repayment of specified loans, hence the provisions of clause (viii) of the order is not applicable.
- ix. The company has neither obtained any term loan nor has it raised any money by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause (ix) of the order is not applicable.
- x. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. No Managerial remuneration has been paid or provided during the year, hence reporting under clause (xi) of the order is not applicable.

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

For Tembey & Mhatre
Chartered Accountants
FRN 116359W

(Shrikant B Tembey)
Partner

Place: Mumbai
Date: 30th May, 2018

Membership No. 033787



ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE Ind AS FINANCIAL STATEMENTS OF OMNITEX INDUSTRIES (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH 2018

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

We have audited the internal financial controls over financial reporting of "OMNITEX INDUSTRIES (INDIA) LIMITED ("the company"), as of 31-Mar-2018 in conjunction with our audit of the Ind AS 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. 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 judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence I/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 Ind AS 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 31st March 2018, based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the guidance note issued by the Institute of Chartered Accountants of India.

For Tembey & Mhatre
Chartered Accountants
FRN 116359W

(Shrikant B Tembey)
Partner

Place: Mumbai
Date: 30th May, 2018

Membership No. 033787



Omnitex Industries (India) Limited

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note	As at 31st March 2018 ₹	As at 31st March 2017 ₹	As at 31st March 2016 ₹
ASSETS				
A Non-current assets				
(i) Property, plant and equipment	1.10	11,89,007	15,03,759	27,29,062
(ii) Capital work-in-progress		-	-	-
(iii) Investment Property	1.11	1,73,49,396	1,79,10,840	1,84,72,284
(iv) Financial assets				
1) Investments	1.12	3,23,30,880	2,93,30,880	2,93,30,880
2) Loans	1.13	2,76,980	2,76,980	2,76,980
3) Other financial assets		-	-	-
(v) Income Tax assets (net)	1.14	32,80,915	32,43,341	33,71,877
(vi) Deferred tax assets (net)	1.15	-	-	-
(vii) Other non-current assets	1.16	27,525	21,767	21,668
Sub-total - Non-Current Assets		5,44,54,703	5,22,87,567	5,42,02,751
B Current Assets				
(i) Inventories		-	-	-
(ii) Financial assets				
1) Investments		-	-	-
2) Trade receivables	1.17	2,11,167	23,47,071	-
3) Cash and cash equivalents	1.18	62,70,984	41,27,972	4,07,888
4) Loans	1.19	24,078	40,00,000	60,00,000
5) Other financial assets		-	-	-
(iii) Other current assets	1.20	4,28,647	4,59,509	3,99,337
Sub-total - Current Assets		69,34,876	1,09,34,552	68,07,225
TOTAL - ASSETS		6,13,89,579	6,32,22,119	6,10,09,976
EQUITY AND LIABILITIES				
A Equity				
(i) Equity Share Capital	1.21	4,23,10,000	4,23,10,000	4,23,10,000
(ii) Other equity	1.22	1,78,38,476	1,71,68,720	1,85,63,783
Sub-total - Equity		6,01,48,476	5,94,78,720	6,08,73,783
B LIABILITIES				
Non-current liabilities				
(i) Financial Liabilities				
1) Borrowings		-	-	-
2) Other financial liabilities	1.23	10,80,000	10,80,000	-
(ii) Provisions		-	-	-
(iii) Income tax liabilities (net)		-	-	-
(iv) Other non-current liabilities		-	-	-
Sub-total - Non-current liabilities		10,80,000	10,80,000	-
Current liabilities				
(i) Financial Liabilities				
1) Borrowings	1.24	-	7,36,582	-
2) Trade payables	1.25	56,968	18,12,409	56,968
3) Other financial liabilities	1.26	74,999	82,350	73,375
ii) Other current liabilities	1.27	29,136	32,058	5,850
iii) Provisions		-	-	-
iv) Current tax liabilities (net)		-	-	-
Sub-total - Current liabilities		1,61,103	26,63,399	1,36,193
Sub-total - Liabilities		12,41,103	37,43,399	1,36,193
TOTAL - EQUITY AND LIABILITIES		6,13,89,579	6,32,22,119	6,10,09,976
SIGNIFICANT ACCOUNTING POLICIES	3.10			
NOTES ON ACCOUNTS	3.20			

As per our report of even date

For and on behalf of Board of Directors

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)

Partner

M.No. 033787

Place: Mumbai

Dated: 30th May 2018

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

Ashok M Bhawnani
Director
(DIN 00058344)

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PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note	For the Year ended 31st March 2018 ₹	For the Year ended 31st March 2017 ₹
Revenue			
Revenues from Operations	2.10	79,96,912	50,09,512
Other Income	2.20	29,90,997	10,13,509
Total Revenue		1,09,87,909	60,23,021
Expenses			
Cost of Material Consumed		-	-
Purchase of Stock in Trade		79,91,879	49,66,805
Change in Inventories of Finished Goods, Work-in-progress and Stock-In-Trade		-	-
Employee Benefit Expenses	2.30	1,98,361	3,63,600
Finance Cost	2.40	94,520	5,281
Depreciation on Fixed Assets	1.10	3,14,752	3,74,835
Depreciation on Investment Property	1.11	5,61,444	5,61,444
Other Expenses	2.50	9,99,532	11,46,119
Total Expenses		1,01,60,488	74,18,084
Profit / (Loss) Before Exceptional and Extra-ordinary Items and Tax		8,27,421	(13,95,063)
Exceptional Items		-	-
Profit / (Loss) Before Extra-ordinary Items and Tax		8,27,421	(13,95,063)
Extra-ordinary items		-	-
Profit / (Loss) Before Tax		8,27,421	(13,95,063)
Tax Expenses			
(a) Current Tax		1,57,665	-
(b) Deferred Tax	1.15	-	-
(c) MAT Credit Entitlement		-	-
(d) Prior Period Adjustment for Taxes		-	-
Profit / (Loss) for the year	(A)	6,69,756	(13,95,063)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income	(B)	-	-
Profit / (Loss) for the year	(A)+(B)	6,69,756	(13,95,063)
Earning per Share			
(a) Basic		0.16	(0.33)
(b) Diluted		0.16	(0.33)
SIGNIFICANT ACCOUNTING POLICIES	3.10		
NOTES ON ACCOUNTS	3.20		

As per our report of even date

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)
Partner
M.No. 033787
Place: Mumbai
Dated: 30th May 2018

For and on behalf of Board of Directors

Amit R Dalmia **Narendra Kumar Dalmia**
Chairman Managing Director
(DIN 00210919) (DIN 00071559)

Ashok M Bhawnani
Director
(DIN 00058344)



Omnitex Industries (India) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

Particulars	For the Year ended 31st March 2018 ₹	For the Year ended 31st March 2017 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Taxation	8,27,421	(13,95,063)
Adjustments for:		
Depreciation for Fixed Assets & Investment Property	8,76,196	9,36,279
Finance Costs	94,520	5,281
Interest Income	(7,85,989)	(8,61,989)
Rental Income from Investment Property	(21,60,000)	(1,33,548)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(11,47,852)	(14,49,040)
(Increase) / Decrease in Long Term Financial Assets - Loans	-	-
(Increase) / Decrease in Other Non Current Assets	(5,758)	(99)
(Increase) / Decrease in Receivables	21,35,904	(23,47,071)
(Increase) / Decrease in Other Current Assets	98,685	(92,558)
Increase / (Decrease) in Trade Payables	(17,55,441)	17,55,441
Increase / (Decrease) in Other Financial Liabilities	(7,351)	8,975
Increase / (Decrease) in Other Current Liabilities	(2,922)	26,208
(Decrease) / Increase in Short Term Borrowings	(7,36,582)	7,36,582
Increase / (Decrease) in Short Term Provisions	-	-
NET CASH FROM OPERATING ACTIVITIES	(14,21,317)	(13,61,562)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	-	(2,40,814)
(Increase) / Decrease in Current Assets - Loans	39,75,922	20,00,000
Non Current Investments - Subscription to Rights Issue	(30,00,000)	-
Proceeds from sale of Fixed Assets	-	10,91,282
Interest Income	7,18,166	8,94,375
Deposit from Tenant	-	10,80,000
Rental Income from Investment Property	21,60,000	1,33,548
Taxes (Paid)/Refunds	(1,95,239)	1,28,536
NET CASH USED IN INVESTING ACTIVITIES	36,58,849	50,86,927
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Interest Paid	(94,520)	(5,281)
NET CASH FROM FINANCING ACTIVITIES	(94,520)	(5,281)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	21,43,012	37,20,084
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	41,27,972	4,07,888
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	62,70,984	41,27,972

As per our report of even date

For and on behalf of Board of Directors

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)

Partner

M.No. 033787

Place: Mumbai

Dated: 30th May 2018

Amit R Dalmia
Chairman
(DIN 00210919)

Ashok M Bhawnani

Director

(DIN 00058344)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

Particulars	Equity Share Capital	Reserves and Surplus		Total
		Securities Premium Account	Retained Earnings	(a) + (b) + (c)
	(a)	(b)	(c)	(d)
Balance as at 1st April 2016	4,23,10,000	2,42,48,000	(56,84,217)	6,08,73,783
Add:				
Profit / (Loss) for the year	-	-	(13,95,063)	(13,95,063)
Balance as at 31st March 2017	4,23,10,000	2,42,48,000	(70,79,280)	5,94,78,720
Add:				
Profit / (Loss) for the year	-	-	6,69,756	6,69,756
Balance as at 31st March 2018	<u>4,23,10,000</u>	<u>2,42,48,000</u>	<u>(64,09,524)</u>	<u>6,01,48,476</u>

As per our report of even date

For and on behalf of Board of Directors

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

(Shrikant B. Tembey)
Partner
M.No. 033787

Place: Mumbai
Dated: 30th May 2018

Ashok M Bhawnani
Director
(DIN 00058344)



Omnitex Industries (India) Limited

Effect of Ind-As Adoption on the Balance Sheet as on 31st March 2017 & 31st March 2016

Particulars	As at 31st March 2017			As at 31st March 2016		
	Previous GAAP	Effect of IND-AS Transition	As per IND-AS Balance Sheet	Previous GAAP	Effect of IND-AS Transition	As per IND-AS Balance Sheet
ASSETS						
A Non-current assets						
(i) Property, plant and equipment	15,03,759	-	15,03,759	27,29,062	-	27,29,062
(ii) Capital work-in-progress	-	-	-	-	-	-
(iii) Investment Property	1,79,10,840	-	1,79,10,840	1,84,72,284	-	1,84,72,284
(iv) <u>Financial assets</u>						
1) Investments	2,93,30,880	-	2,93,30,880	2,93,30,880	-	2,93,30,880
2) Loans	2,76,980	-	2,76,980	2,76,980	-	2,76,980
3) Other financial assets	-	-	-	-	-	-
(v) Income Tax assets (net)	32,43,341	-	32,43,341	33,71,877	-	33,71,877
(vi) Deferred tax assets (net)	-	-	-	-	-	-
(vii) Other non-current assets	21,767	-	21,767	21,668	-	21,668
Sub-total - Non-Current Assets	5,22,87,567	-	5,22,87,567	5,42,02,751	-	5,42,02,751
B Current Assets						
(i) Inventories	-	-	-	-	-	-
(ii) <u>Financial assets</u>						
1) Investments	-	-	-	-	-	-
2) Trade receivables	23,47,071	-	23,47,071	-	-	-
3) Cash and cash equivalents	41,27,972	-	41,27,972	4,07,888	-	4,07,888
4) Loans	40,00,000	-	40,00,000	60,00,000	-	60,00,000
5) Other financial assets	-	-	-	-	-	-
(iii) Other current assets	4,59,509	-	4,59,509	3,99,337	-	3,99,337
Sub-total - Current Assets	1,09,34,552	-	1,09,34,552	68,07,225	-	68,07,225
TOTAL - ASSETS	6,32,22,119	-	6,32,22,119	6,10,09,976	-	6,10,09,976
EQUITY AND LIABILITIES						
A Equity						
(i) Equity Share capital	4,23,10,000	-	4,23,10,000	4,23,10,000	-	4,23,10,000
(ii) Other equity	1,71,68,720	-	1,71,68,720	1,85,63,783	-	1,85,63,783
Sub-total -Equity	5,94,78,720	-	5,94,78,720	6,08,73,783	-	6,08,73,783
B LIABILITIES						
<u>Non-current liabilities</u>						
(i) Financial Liabilities						
1) Borrowings	-	-	-	-	-	-
2) Other financial liabilities	10,80,000	-	10,80,000	-	-	-
(ii) Provisions	-	-	-	-	-	-
(iii) Income tax liabilities (net)	-	-	-	-	-	-
(iv) Other non-current liabilities	-	-	-	-	-	-
Sub-total - Non-current liabilities	10,80,000	-	10,80,000	-	-	-
<u>Current liabilities</u>						
(i) Financial Liabilities						
1) Borrowings	7,36,582	-	7,36,582	-	-	-
2) Trade payables	18,12,409	-	18,12,409	56,968	-	56,968
3) Other financial liabilities	82,350	-	82,350	73,375	-	73,375
ii) Other current liabilities	32,058	-	32,058	5,850	-	5,850
iii) Provisions	-	-	-	-	-	-
iv) Current tax liabilities (net)	-	-	-	-	-	-
Sub-total - Current liabilities	26,63,399	-	26,63,399	1,36,193	-	1,36,193
Sub-total - Liabilities	37,43,399	-	37,43,399	1,36,193	-	1,36,193
TOTAL - EQUITY AND LIABILITIES	6,32,22,119	-	6,32,22,119	6,10,09,976	-	6,10,09,976

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2018**Note 1.10: Property, plant and equipment**

(Amount in ₹)

Particulars	Electrical Installations			Furniture and Fixtures			Office and Other Equipments				Vehicles			Total		
	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016	As at 31st March 2017	As at 31st March 2016		
Gross Block																
Opening Balance	4,24,006	4,24,006	4,24,006	14,64,066	12,23,252	12,23,252	5,16,001	5,16,001	5,16,001	7,72,203	24,32,349	24,32,349	31,76,276	45,95,608	45,95,608	
Additions	-	-	-	-	2,40,814	-	-	-	-	-	-	-	2,40,814	-	-	
Deletions/Transfers	-	-	-	-	-	-	-	-	-	-	16,60,146	-	-	16,60,146	-	
Closing Balance	4,24,006	4,24,006	4,24,006	14,64,066	14,64,066	12,23,252	5,16,001	5,16,001	5,16,001	7,72,203	7,72,203	24,32,349	31,76,276	31,76,276	45,95,608	
Depreciation																
Opening Balance	2,39,173	1,84,628	1,30,082	7,26,330	5,79,572	4,33,942	4,90,202	4,90,202	4,90,202	2,16,812	6,12,144	3,02,423	16,72,517	18,66,546	13,56,649	
Additions	54,545	54,545	54,546	1,68,508	1,46,758	1,45,630	-	-	-	91,699	1,73,532	3,09,721	3,14,752	3,74,835	5,09,897	
Deletions/Transfers	-	-	-	-	-	-	-	-	-	-	5,68,864	-	-	5,68,864	-	
Closing Balance	2,93,718	2,39,173	1,84,628	8,94,838	7,26,330	5,79,572	4,90,202	4,90,202	4,90,202	3,08,511	2,16,812	6,12,144	19,87,269	16,72,517	18,66,546	
Net Block	1,30,288	1,84,833	2,39,378	5,69,228	7,37,736	6,43,680	25,799	25,799	25,799	4,63,692	5,55,391	18,20,205	11,89,007	15,03,759	27,29,062	



Omnitex Industries (India) Limited

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2018

(Amount In ₹)

Note 1.11: Investment Property

Particulars	As At		
	31st March 2018	31st March 2017	31st March 2016
Gross Block			
Opening Balance	2,13,50,044	2,13,50,044	2,13,50,044
Additions	-	-	-
Deletions/Transfers	-	-	-
Closing Balance	2,13,50,044	2,13,50,044	2,13,50,044
Depreciation			
Opening Balance	34,39,204	28,77,760	23,16,316
Additions	5,61,444	5,61,444	5,61,444
Deletions/Transfers	-	-	-
Closing Balance	40,00,648	34,39,204	28,77,760
Net Block	1,73,49,396	1,79,10,840	1,84,72,284

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

Particulars		As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
<u>Investments in Equity Instruments (at Cost)</u>				
Unquoted Investments (at cost)	Face Value per Share (in ₹)	10	10	10
Investment in Joint Venture Company	Number of Shares	7,45,098	7,20,098	7,20,098
Strata Geosystems (India) Private Limited	Amount Invested (in ₹)	3,23,30,880	2,93,30,880	2,93,30,880
		3,23,30,880	2,93,30,880	2,93,30,880

Note 1.13: Non-Current Assets - Financial Assets - Loans

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Deposit with Court	1,92,000	1,92,000	1,92,000
Deposit with Sales Tax Authorities	50,000	50,000	50,000
Other Deposits	34,980	34,980	34,980
Total	2,76,980	2,76,980	2,76,980

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

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
MAT Credit Entitlement	30,08,681	30,08,681	30,08,681
Income Tax and TDS	2,72,234	2,34,660	3,63,196
Total	32,80,915	32,43,341	33,71,877

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NOTES TO BALANCE SHEET AS AT 31ST MARCH 2018

(Amount In ₹)

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

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Deferred Tax Assets on account of: Unabsorbed Depreciation (restricted in view of losses)	10,725	23,463	50,940
	10,725	23,463	50,940
Deferred Tax Liability on account of: Depreciation	10,725	23,463	50,940
	10,725	23,463	50,940
Net	-	-	-

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

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Prepaid Expenses	8,361	4,165	5,626
Interest Due on Deposits	17,164	15,602	14,042
Balances with banks held as Margin Money / Deposits against guarantee	2,000	2,000	2,000
Total	27,525	21,767	21,668

Note 1.17: Current Assets - Financial Assets - Trade receivables

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Unsecured but considered good	2,11,167	23,47,071	-
Total	2,11,167	23,47,071	-

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

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
a. Balances with banks			
In current accounts	1,64,849	28,814	3,88,680
In Fixed Deposit Accounts	60,80,000	40,80,000	-
b. Cash on hand	26,135	19,158	19,208
Total	62,70,984	41,27,972	4,07,888

Note 1.19: Current Assets - Financial Assets - Loans

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Inter-corporate Deposit	-	40,00,000	60,00,000
Advances to Suppliers	24,078	-	-
Total	24,078	40,00,000	60,00,000



Omnitex Industries (India) Limited

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2018

(Amount In ₹)

Note 1.20: Current Assets - Other current assets

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Interest Receivable	87,299	19,476	51,862
Prepaid Expenses	15,455	21,840	34,885
Other Receivable	3,25,893	4,18,193	3,12,590
Total	4,28,647	4,59,509	3,99,337

Note 1.21: Equity Share capital

Particulars	Number of Shares	Equity Share Capital In ₹
As at 31st March 2016		
Equity Shares of ₹ 10 Each Authorised	50,00,000	5,00,00,000
Issued	42,58,000	4,25,80,000
Subscribed & Fully paid up	42,04,100	4,20,41,000
Forfeited & Not fully paid up	53,900	2,69,000
Total		4,23,10,000
As at 31st March 2017		
Equity Shares of ₹ 10 Each Authorised	50,00,000	5,00,00,000
Issued	42,58,000	4,25,80,000
Subscribed & Fully paid up	42,04,100	4,20,41,000
Forfeited & Not fully paid up	53,900	2,69,000
Total		4,23,10,000
As at 31st March 2018		
Equity Shares of ₹ 10 Each Authorised	50,00,000	5,00,00,000
Issued	42,58,000	4,25,80,000
Subscribed & Fully paid up	42,04,100	4,20,41,000
Forfeited & Not fully paid up	53,900	2,69,000
Total		4,23,10,000

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

Particulars	2017-18		2016-17		2015-16	
	Equity Shares		Equity Shares		Equity Shares	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	42,04,100	4,20,41,000	42,04,100	4,20,41,000	42,04,100	4,20,41,000
Shares Issued during the year	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	42,04,100	4,20,41,000	42,04,100	4,20,41,000	42,04,100	4,20,41,000

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2018

(Amount In ₹)

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

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

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

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

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

Name of Shareholder	As at 31st March 2018		As at 31st March 2017		As at 31st March 2016	
	No of Shares Held	% of Holding	No of Shares Held	% of Holding	No of Shares Held	% of Holding
Mr. Ashok M Bhawnani	9,25,380	22.01	9,25,380	22.01	8,88,980	21.15
Mrs. Kiron G Advani	4,44,254	10.57	4,44,254	10.57	4,44,254	10.57
Mrs. Manorma N Dalmia	2,44,282	5.81	2,44,282	5.81	2,44,282	5.81
Mr. Narendra Dalmia	6,46,720	15.38	6,46,720	15.38	6,46,720	15.38
M/s. Charlie Finance Private Limited	3,87,050	9.21	3,87,050	9.21	3,87,050	9.21

Note 1.21 D: Other Details

Particulars	Aggregate no of shares for the year ended		
	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Equity Shares			
Fully paid up pursuant to contract(s) without payment being received in cash	N.A.	N.A.	N.A.
Fully paid up by way of Bonus Shares	N.A.	N.A.	N.A.
Shares Bought Back	N.A.	N.A.	N.A.
Preference Shares			
Fully paid up pursuant to contract(s) without payment being received in cash	N.A.	N.A.	N.A.
Fully paid up by way of Bonus Shares	N.A.	N.A.	N.A.
Shares Bought Back	N.A.	N.A.	N.A.



Omnitex Industries (India) Limited

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2018

(Amount In ₹)

Note 1.22: Other equity

Particulars	Securities Premium Account (₹)	Retained Earnings ₹	Total ₹
Balance as at 1st April 2015	2,42,48,000	(50,59,832)	1,91,88,168
Add:			
Profit / (Loss) for the year	-	(6,24,385)	(6,24,385)
Other Comprehensive Income	-	-	-
Balance as at 31st March 2016	2,42,48,000	(56,84,217)	1,85,63,783
Add:			
Profit / (Loss) for the year	-	(13,95,063)	(13,95,063)
Other Comprehensive Income	-	-	-
Balance as at 31st March 2017	2,42,48,000	(70,79,280)	1,71,68,720
Add:			
Profit / (Loss) for the year	-	6,69,756	6,69,756
Other Comprehensive Income	-	-	-
Balance as at 31st March 2018	2,42,48,000	(64,09,524)	1,78,38,476

Note 1.23: Non-current liabilities - Financial Liabilities - Other financial liabilities

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Deposit from Licencee	10,80,000	10,80,000	-
Total	10,80,000	10,80,000	-

Note 1.24: Current liabilities - Financial Liabilities - Borrowings

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Loans repayable on demand from banks (Secured by Term Deposit with HDFC Bank)	-	7,36,582	-
Total	-	7,36,582	-

Note 1.25: Current liabilities - Financial Liabilities - Trade payables

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Sundry Creditors	56,968	18,12,409	56,968
Total	56,968	18,12,409	56,968

Note 1.26: Current liabilities - Financial Liabilities - Other financial liabilities

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Outstanding Liability for Expenses	74,999	82,350	73,375
Total	74,999	82,350	73,375

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NOTES TO BALANCE SHEET AS AT 31ST MARCH 2018

(Amount In ₹)

Note 1.27: Current liabilities - Other current liabilities

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Statutory Dues	29,136	32,058	5,850
Total	29,136	32,058	5,850

NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

NOTE 2.10: Revenues from Operations

Revenue from operations	For the year ended 31st March 2018	For the year ended 31st March 2017
Sale of products	79,96,912	50,09,512
Total	79,96,912	50,09,512

NOTE 2.20: Other Income

Other Income	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest Income	7,85,989	8,61,989
Rent	21,60,000	1,33,548
Other Income	45,008	17,972
Total	29,90,997	10,13,509

NOTE 2.30: Employee Benefit Expenses

Employee Benefits Expense	For the year ended 31st March 2018	For the year ended 31st March 2017
Salaries and Wages	1,98,361	3,63,600
Total	1,98,361	363,600

NOTE 2.40: Finance Cost

Finance costs	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest expense	94,520	5,281
Total	94,520	5,281



Omnitex Industries (India) Limited

NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount In ₹)

NOTE 2.50: Other Expenses

Other expenses	For the year ended 31st March 2018	For the year ended 31st March 2017
Repairs to Building	1,66,742	2,19,275
Repairs to others	51,825	18,708
Insurance	25,263	41,121
Rates and Taxes	8,838	25,866
Travelling and Conveyance	22,360	24,037
Communication Expenses	38,666	35,819
Legal and Professional Expenses	1,86,032	2,29,934
Printing and Stationery	29,100	34,842
Advertisement Expenses	43,421	1,09,048
Director's Sitting Fees	37,500	40,000
Payments to the auditor		
a. for statutory audit matters	30,000	30,000
b. for tax audit / Income Tax	-	-
c. for other services - Limited Review Fees	15,000	15,000
d. for reimbursement of expenses (incl Service Tax/GST)	4,800	450
Listing Fees	2,75,370	2,29,942
Miscellaneous Expenses	64,371	88,769
Bank Charges	244	3,308
Total	9,99,532	11,46,119

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

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Sitting Fees to Directors	37,500	40,000
Total	37,500	40,000

NOTE – “3.10”**FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018****STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Accounting:**

The financial statements have been prepared on the basis of historical costs under the accrual system of accounting and applicable **Indian Accounting Standards** under **The Companies (Indian Accounting Standards) Rules, 2015** and the relevant provisions of the Companies Act, 2013

2. Valuation of Inventories:

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

3. Investments:

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

4. Property, Plant and Equipment:

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

5. Investment Property:

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

6. Impairment of assets:

- At each balance sheet date, the Company reviews the carrying value of assets for any possible impairment.
- An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.
- The recoverable amount is determined as higher of the asset’s fair value less costs of disposal and value in use.
- For the purpose of assessing impairment, assets are grouped at the levels for which there are separately identifiable cash flows (cash generating unit). Assessment is done at each Balance Sheet



Omnitex Industries (India) Limited

date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting period may no longer exist or may have decreased, and in such cases the impairment loss is reversed to that extent.

7. Financial Assets / Liabilities:

Initial recognition and measurement

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

Subsequent measurement

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

Derecognition

- A financial asset is derecognized only when the rights to receive cash flows from the financial asset have expired, or the Company has transferred its rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows to one or more recipient.
- Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.
- Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.
- Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Financial Liabilities

- Classification as liability or equity
Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.
- Initial recognition and measurement
Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified at fair value through profit or loss.

- Subsequent measurement
Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.
- Derecognition
A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

8. Borrowing Costs:

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

9. Depreciation:

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

10. Foreign Currency Transactions:

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

11. Revenue Recognition:

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



12. Employee Benefits:

Short Term Employee Benefits

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

Long Term Employee Benefits

Defined Contribution Plans

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

13. Taxation:

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

14. Provisions

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

15. Contingent Liabilities and Contingent Assets

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

16. Earnings Per share

Basic Earnings per Share

Basic earnings per share is calculated by dividing:

the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

Diluted Earnings per share

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

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

NOTE – “3.20”

FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

(Amount In ₹)

		2017-18 ₹	2016-17 ₹
1.	Contingent Liabilities not provided for in respect of: Liability in respect of a award of the Labour Court which has been deposited in court pending disposal of the case	1,92,000	1,92,000

2. Apart from the limited trading activities, the management has also leased out part of the Mumbai office premises at Tantia Jogani Industrial Premises, J. R. Boricha Marg, Lower Parel, Mumbai – 11.

3. Related Party Transactions

a. List of Related Parties and Nature of Relationship

List of related parties	Related Entity	Nature of Relationship
Mr. Amit R Dalmia <i>Chairman</i>	Creative Global Services Pvt. Ltd.	Director
	Viaton Energy Pvt. Ltd.	Director and Member
	Viaton Infrastructures Pvt. Ltd.	Director and Member
	Encompass Design India Pvt. Ltd.	Director and Member
	Home Craft Online Pvt. Ltd.	Director and Member
	OTH Online Private Limited	Director
	Plugged India Enterprises LLP	Designated Partner
	21 Trends India Pvt. Ltd.	Member
Mr. Narendra Kumar Dalmia <i>Managing Director</i>	Strata Geosystems (India) Pvt. Ltd.	Director and Member
	Saanwaria Polyesters Pvt. Ltd.	Director and Member
Mr. Ashok M Bhawnani <i>Director</i>	Strata Geosystems (India) Pvt. Ltd.	Director and Member
	Diana Buildwell Pvt. Ltd.	Director
	Sun-N-Sand Hotels Pvt. Ltd.	Director
Ms. Geeta Pardiwalla <i>Director</i>	Nicetrends Jewels (India) Pvt. Ltd.	Director
Mr. Durgaprasad S Sabnis <i>Director</i>	Lex Firmus	Proprietor
	Unisource Legal Associates	Partner
Mr. J Ramakrishnan <i>Director</i>	Strata Geosystems (India) Pvt. Ltd.	AVP – Taxation
Strata Geosystems (India) Pvt. Ltd.	Strata Geosystems (India) Pvt. Ltd.	Joint Venture Company

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

Transaction	Opening Balance as at April 1, 2017 ₹	Amount Invested During the year ₹	Amount dis- invested during the year ₹	Closing Balance As at March 31, 2018 ₹
Investments in Share Capital	2,93,30,880 (2,93,30,880)	30,00,000 (Nil)	Nil (Nil)	3,23,30,880 (2,93,30,880)
Other Transactions with M/s Strata Geosystems (India) Private Limited				₹
Reimbursement for expenses				2,40,293 (2,16,617)

Note: Figures in brackets are for previous year.



Omnitex Industries (India) Limited

4. Segment Reporting:

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

5. Financial risk management

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

(i) Credit Risk

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

Trade receivables

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

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

Age of Receivable as at March 31, 2018

₹

Ageing	Within the credit period	Up to 6 months	6 months to one year	Above 1 Year	Total
Gross Amount	2,11,167	Nil	Nil	Nil	2,11,167
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	2,11,167	Nil	Nil	Nil	2,11,167

Age of Receivable as at March 31, 2017

₹

Ageing	Within the credit period	Up to 6 months	6 months to one year	Above 1 Year	Total
Gross Amount	23,47,071	Nil	Nil	Nil	23,47,071
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	23,47,071	Nil	Nil	Nil	23,47,071

Age of Receivable as at March 31, 2016

₹

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

Reconciliation of loss allowance

Particulars	Amount (₹)
Loss Allowance as at April 1, 2016	Nil
Changes in loss allowance	Nil
Loss Allowance as at March 31, 2017	Nil
Changes in Loss Allowance	Nil
Loss Allowance as at March 31, 2018	Nil

(ii) Liquidity Risk

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

As at March 31, 2018

₹

Particulars	up to 1 year	More than 1 year	Total
Borrowings	Nil	Nil	Nil
Trade Payable	Nil	56,968	56,968
Security Deposits	10,80,000	Nil	10,80,000
Capital Creditors	Nil	Nil	Nil
Others	1,00,660	3,475	1,04,135
Total	11,80,660	60,443	12,41,103

As at March 31, 2017

₹

Particulars	up to 1 year	More than 1 year	Total
Borrowings	7,36,582	Nil	7,36,582
Trade Payable	17,55,441	56,968	18,12,409
Security Deposits	10,80,000	Nil	10,80,000
Capital Creditors	Nil	Nil	Nil
Others	1,10,933	3,475	1,14,408
Total	36,82,956	60,443	37,43,399

As at March 31, 2016

₹

Particulars	up to 1 year	More than 1 year	Total
Borrowings	Nil	Nil	Nil
Trade Payable	Nil	56,968	56,968
Security Deposits	Nil	Nil	Nil
Capital Creditors	Nil	Nil	Nil
Others	75,750	3,475	79,225
Total	75,750	60,443	1,36,193

(iii) Market Risk

Foreign Exchange Risk

Company is not exposed to foreign exchange risk presently.

Interest Rate Risk:

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

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



Omnitex Industries (India) Limited

6. Disclosure as required by Indian Accounting Standard 17, "Leases" (Ind AS-17)

- a. Where the Company is a lessor:
i. Details in respect of assets given on operating lease:

Asset	Gross block as at March 31, 2018 ₹	Accumulated depreciation as at March 31, 2018 ₹	Depreciation (Corresponding to period of lease rentals) ₹
Building, Electrical Installation, Furniture and Fixtures, Office and Other Equipment	2,37,54,117 (2,37,54,117)	56,79,406 (48,94,909)	7,84,497 (48,063)

Note: The Company has entered into a cancellable operating lease with a notice period of two months. The duration of the lease is from 1st October 2017 to 6th March 2020.

7. Earning Per Share

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

		As at March 31, 2018	As at March 31, 2017
Profit / (Loss) before Taxation and Prior Period Items	₹	8,27,421	(13,95,063)
Profit / (Loss) after Taxation and Prior Period Items	₹	6,69,756	(13,95,063)
Weighted average number of shares	Nos.	42,04,100	42,04,100
Earning per share before exceptional items (Basic and Diluted)	₹	0.16	(0.33)
Earning per share (Basic and Diluted)	₹	0.16	(0.33)
Face value per share	₹	10	10

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

As per our report of even date

For and on behalf of Board of Directors

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

(Shrikant B. Tembey)
Partner
M.No. 033787

Place: Mumbai
Dated: 30th May 2018

Ashok M Bhawnani
Director
(DIN 00058344)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1. Sl. No.	: NA
2. Name of the subsidiary	: NA
3. The date since when subsidiary was acquired	: NA
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	: NA
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	: NA
6. Share capital	: NA
7. Reserves and surplus	: NA
8. Total assets	: NA
9. Total Liabilities	: NA
10. Investments	: NA
11. Turnover	: NA
12. Profit before taxation	: NA
13. Provision for taxation	: NA
14. Profit after taxation	: NA
15. Proposed Dividend	: NA
16. Extent of shareholding (in percentage)	: NA

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.



Omnitex Industries (India) Limited

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	Strata Geosystems (India) Private Limited
1. Latest audited Balance Sheet Date	31 st March 2017
2. Date on which the Associate or Joint Venture was associated or acquired	14 th February 2005
3. Shares of Associate or Joint Ventures held by the company on the year end	
No.	7,45,098
Amount of Investment in Associates or Joint Venture	3,23,30,880/-
Extent of Holding (in percentage)	18.63
4. Description of how there is significant influence	The company does not have significant influence over its Joint Venture Company.
5. Reason why the associate / joint venture is not consolidated	<ul style="list-style-type: none"> The Company do not participate in policy making process of the Joint Venture Company There are no material transactions with the Joint Venture Company The Joint Venture Company is in different business segment and there is no exchange of technical information
6. Net-worth attributable to shareholding as per latest audited Balance Sheet (as at 31 st March 2017)	₹ 14,23,36,426/-
7. Profit or Loss (before tax) for the year ended 31 st March 2018 (Provisional)	
i. Considered in Consolidation	Not Considered
ii. Not Considered in Consolidation	₹ 3,21,14,509/-

- Names of associates or joint ventures which are yet to commence operations. NIL
- Names of associates or joint ventures which have been liquidated or sold during the year. NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified".

As per our report of even date

For and on behalf of Board of Directors

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

(Shrikant B. Tembey)
Partner
M.No. 033787

Place: Mumbai
Dated: 30th May 2018

Ashok M Bhawnani
Director
(DIN 00058344)



OMNITEX INDUSTRIES (INDIA) LIMITED

CIN L17100MH1987PLC042391

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

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No. /Client ID No. _____ No. of shares held _____

DP ID No. _____

I/we certify that I am a Member/Proxy for the member of the Company.

I/we hereby record my/our presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company held at "Banquet Hall, Sher-e-Punjab Gymkhana & Health Club Association, 368/72, Club Premises, Sher-e-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. on Friday, the 28th September, 2018, at 10.00 a.m.

Member's/ Proxy's name in BLOCK Letters _____

Signature of Member/Proxy _____

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

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



OMNITEX INDUSTRIES (INDIA) LIMITED

CIN L17100MH1987PLC042391

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

PROXY FORM - MGT-11

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

Name of the Member (s) :

Registered address:

E-mail Id:

Folio No./ Client ID No.*

DP ID No.*

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

1. Name :

Address :

E-mail Id :

Signature : _____, or failing him / her

2. Name :

Address :

E-mail Id :

Signature : _____, or failing him / her

3. Name :

Address :

E-mail Id :

Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **32nd Annual General Meeting** of the Company, to be held on Friday, the 28th September, 2018, at 10.00 a.m. at "Banquet Hall, Sher-e-Punjab Gymkhana & Health Club Association, 368/72, Club Premises, Sher-e-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors Report as on 31 st March 2018.		
2.	Re-appointment of Mr. Ashok Bhawnani who retires by rotation, as Director.		

Signed this day of..... 2018.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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

TEAR HERE



If undelivered, please return to :

Omnitex Industries (India) Limited

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