

DHSL TEXTILES (INDIA) LIMITED

(Formerly Known as Desire Hitech Solutions
Limited)

31st ANNUAL REPORT (2015-2016)



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DHSL TEXTILES (INDIA) LIMITED

(Formerly Known as Desire Hitech Solutions Limited)

CORPORATE INFORMATION

CIN	:	L51900DL1984PLC019624
BOARD OF DIRECTORS	:	Mehak Arora Managing Director : Deepu Singh Director : Naveen Kumar Director : Vikash Chaubey Director
CHIEF FINANCIAL OFFICER	:	Rekha Bhandari
COMPANY SECRETARY	:	Kashni Mahajan
STATUTORY AUDITORS	:	M/s Sanjeev Gaurav & Associates (Chartered Accountants) F-11, Bhagwati Complex, Near Shah Talkies, Agra Uttar Pradesh-282001
REGISTRAR AND TRANSFER AGENT	:	Bigshare Services Pvt. Ltd. E4/8, First Floor, Jhandewalan Extension, New Delhi-110055
BANKERS	:	HDFC Bank Old Rajinder Nagar, New Delhi.
REGISTERED OFFICE	:	2127-28, 3 rd Floor, Block- K, Gali No. - 58, Naiwala, Gurdwara Road, Karol Bagh, New Delhi- 110005
EMAIL	:	dhslextextiles@gmail.com
INVESTORS HELPDESK & EMAIL	:	Kashni Mahajan dhslextextiles@gmail.com
WEBSITE	:	www.dhslextextiles.in
CONTACT NO.	:	011-28756902

DHSL TEXTILES (INDIA) LIMITED

(Formerly Known as Desire Hitech Solutions Limited)

Regd. Office: 2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol Bagh,
New Delhi- 110005

CIN: L51900DL1984PLC019624

E-mail Id: dhsltextiles@gmail.com

Website: www.dhsltextiles.in

Ph. No.: 011-28756902

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Wednesday, 29th Day of June, 2016 at 12:00 p.m. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements Of The Company:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act 2013, the Financial Statements containing the Balance Sheet as at 31st March 2016 and the Profit and Loss Account ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31 March 2016 together with the Boards' Report and Auditors' Report thereon be and are hereby received, considered and adopted.”

2. Re-appointment of Retiring Director:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Deepu Singh (DIN: 06786614), Director of the Company, retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

3. Ratification of the Statutory Auditor of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, and the Companies “(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s Sanjeev Gaurav & Associates, Chartered Accountants (FRN - 017483C) as statutory auditors of the Company be and is hereby ratified and confirmed at such

remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. Appointment of Ms. Mehak Arora (DIN: 06798853) as Managing Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, , approval of the members of the Company be and is hereby accorded to the appointment of Ms. Mehak Arora (DIN: 06798853) as Managing Director of the Company for a period of 5 years from 22nd February, 2016, to 21st February, 2021, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution.”

**By Order of the Board of Director
For DHSL Textiles (India) Limited
(Formerly known as Desire Hitech Solutions Limited)**

**Place : New Delhi
Date : 27.05.2016**

**Kashni Mahajan
Company Secretary
M. No.: A38786**

Notes:

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed herewith.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (iii) Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- (iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 23rd June, 2016 to 29th June, 2016 (both days inclusive).
- (vi) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Bigshare Services Pvt. Ltd. , E4/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
- (vii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form are requested to submit their PAN details to the Registrar.

- (viii) Electronic copy of the Annual Report for financial year 2015-16 along with the Notice of the 31st Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2015-16 along with Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (ix) Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.dhsltextiles.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: dhsltextiles@gmail.com.
- (x) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xi) All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
- (xiii) The route map of the venue of the Annual General Meeting of the Company along with the prominent landmark for easy location is annexed to the Annual Report.

Voting through electronics means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI ((Listing Obligations and Disclosures requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the 31st Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.dhsltextiles.in.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on **e-Voting: Active Voting Cycles**.

7. Select **EVEN (E-Voting Event Number)** DHSL Textiles (India) Limited (Formerly Known as Desire Hitech Solutions Limited). Members can cast their vote online from **June 26, 2016 (9:00 am) till June 28, 2016 (5:00 pm)**.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (tripathistik@gmail.com) with a copy marked to evoting@nsdl.co.in.

General instructions:

- a. **The e-voting period commences on June 26, 2016 (9:00 am) till June 28, 2016 (5:00 pm).** During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd June, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- e. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 22nd June, 2016.
- f. M/s Astik Tripathi & Associates, Company Secretaries (COP No. 10384) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- h. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than three (3) days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.dhsltextiles.in and on the website of NSDL on or before Friday, 1st July, 2016.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 31st Annual General Meeting of the Company.

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No: 4

The Board of Directors has also appointed Ms. Mehak Arora as the Managing Director (MD) of the Company for a period of 5 years with effect from 22nd February, 2016.

On the recommendation of the Remuneration Committee, the Board, at its meeting held on 22nd February, 2016 approved the terms and conditions of Ms. Mehak Arora appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Ms. Mehak Arora are as follows:

1. Period: From 22nd February, 2016 to 21st February, 2021

2. Nature of Duties:

The MD shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board of Directors from time to time and separately communicated to her and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

3. Remuneration:

Ms. Mehak Arora has declared that she will not receive any remuneration from the Company.

4. Other terms and Conditions:

- i. The MD shall not become interested or otherwise concerned, directly or through her spouse and/or children.
- ii. The terms and conditions of her appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and her, subject to such approvals as may be required.
- iii. The appointment may be terminated by either party by giving to the other party one months' notice of such termination or the Company paying one month's remuneration in lieu thereof.
- iv. The employment of the MD may be terminated by the Company without notice or payment in lieu of notice:

- a. If the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
 - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by her of any of the stipulations contained in the agreement to be executed between the Company and her; or
 - c. In the event the Board expresses its loss of confidence in her.
- v. The MD is being appointed by virtue of her employment in the Company and her appointment is subject to the provisions of Section 167(1)(h) of the Act. She may be liable to retire by rotation.
- vi. If and when the agreement expires or is terminated for any reason whatsoever, Ms. Mehak Arora will cease to be the MD and also cease to be a Director. If at any time she ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the MD and the agreement shall forthwith terminate. If at any time, she ceases to be in the employment of the Company for any reason whatsoever, she shall cease to be a Director and MD of the Company.
- vii. The terms and conditions of appointment of MD also include clauses pertaining to adherence to the DHSL Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, the Board recommends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval of the Members.

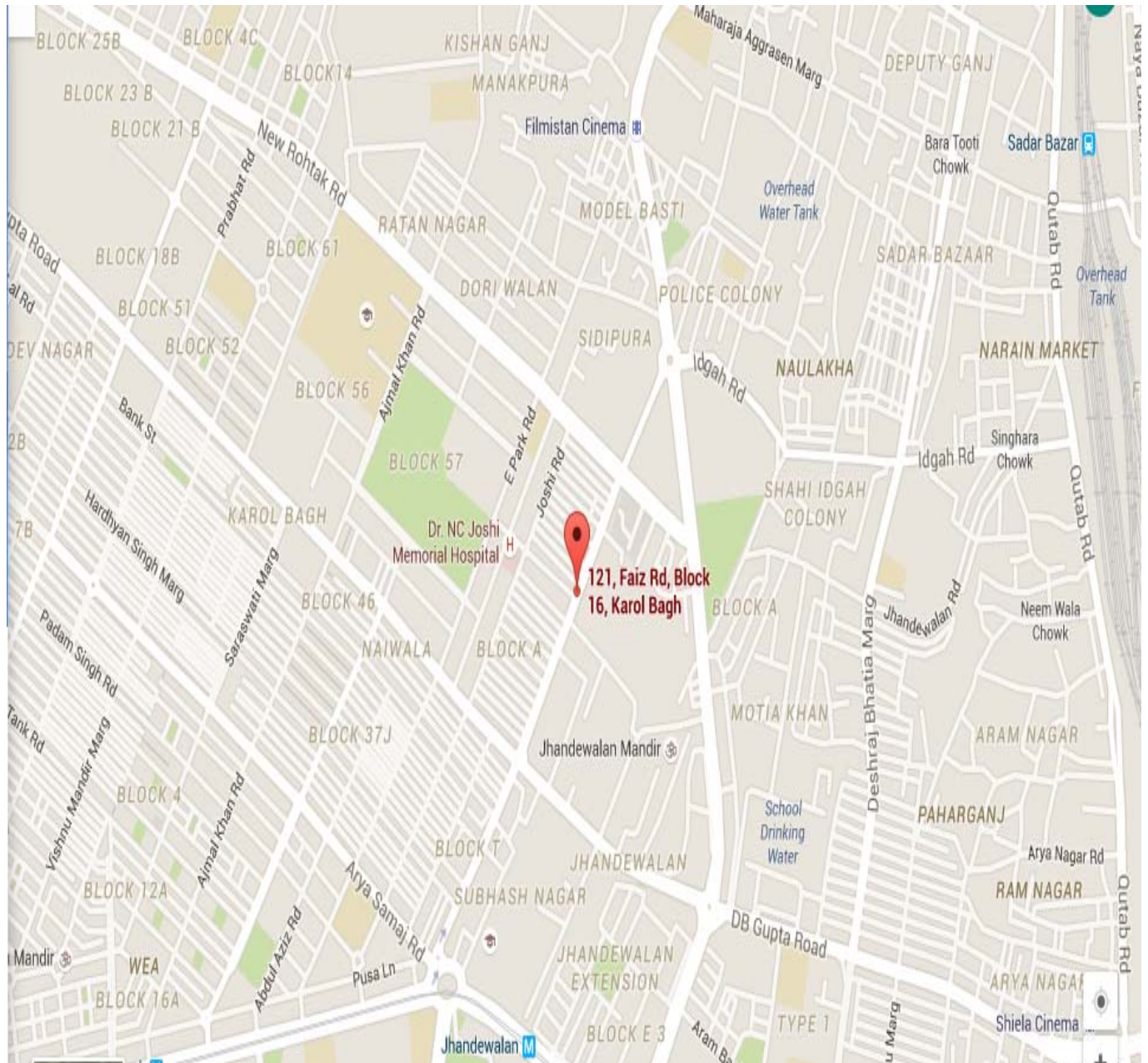
Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, upto and including the date of the Annual General Meeting.

**By Order of the Board of Director
For DHSL Textiles (India) Limited
(Formerly known as Desire Hitech Solutions Limited)**

**Place : New Delhi
Date : 27.05.2016**

**Kashni Mahajan
Company Secretary
M. No.: A38786**

Here we are given below the route map for the purpose of company's AGM venue:



DIRECTOR'S REPORT



To
The Members,
DHSL Textiles (India) Limited
(Formerly known as Desire Hitech Solutions Limited)

The Directors have pleasure in submitting their 31st Annual Report on the business and operations of the Company for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS:

Financial Result of the Company for the year under review alongwith the figures for previous year are as follows:

(IN ₹)

Particulars	31st March, 2016	31st March, 2015
Total Income	4,94,90,717	17,74,450
Profit before Tax	97,597	8,97,338
Less: Provision for Tax	-	-
Current Tax	18,598	17,100
MAT Credit Entitlement	(18,598)	(17,100)
Earlier Year tax	-	(194)
Deferred Tax	(825)	(1,963)
Net Profit after Tax	98,422	91,894

OPERATIONAL PERFORMANCE:

During the financial year 2015-16, the Company has recorded revenue of ₹ 4,94,90,717/-. The Company has earned net profit of ₹ 98,422/- during the year as compared to profit ₹ 91,894/- in the last year. The Directors are optimistic about future performance of the Company.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

DIVIDEND:

As the company kept the profits for investment in better projects it regret not to recommend any dividend. But the directors are hopeful better result in ensuring future.

DEPOSITS:

During the year, the Company has not invited/accepted any deposits under Companies Act, 2013

SHARE CAPITAL:

The paid up share capital as on 31st March, 2016 was ₹ 4,99,80,000/-. There has been no change in the equity share capital of the company during the year.

BOARD OF DIRECTORS:**RE-APPOINTMENT OF DIRECTOR:**

In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Mr. Deepu Singh, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors recommends their re-appointment.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149(6) of the Companies Act, 2013 as well as SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and relevant Regulation of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholders' Relationship Committee and Risk Management Committees.

APPOINTMENT OF MS. MEHAK ARORA AS MANAGING DIRECTOR:

Ms. Mehak Arora, Director of the Company being appointed as Managing director of the company subject to approval of members of the company with effect from 22nd February, 2016. The Board recommended the appointment as propose in the notice of 31st Annual General Meeting of Members.

KEY MANAGERIAL PERSONNEL:

The following employees were designated as whole-time key managerial personnel by the Board of Directors during the year under review:

- I. Ms.Mehak Arora, Managing Director
- II. Ms. Rekha Bhandari, Chief Financial Officer
- III. Ms. Kashni Mahajan, Company Secretary

COMPANY SECRETARY:

Ms. Kashni Mahajan an Associate member of the ICSI, Delhi has been appointed, by the Board of Directors of the Company, as Company Secretary of the Company with effect from 22nd February, 2016.

APPOINTMENT OF CHIEF FINANCIAL OFFICER:

Ms. Rekha Bhandari has appointed, by the Board of Directors of the Company, as Chief Financial Officer of the Company with effect from 22nd February, 2016.

MEETINGS :

(a) BOARD MEETINGS

The Board of Directors duly meets 11 times during the financial year from 1st April, 2015 to 31st March, 2016. The dates on which meetings were held are as follows:

18th May 2015, 22nd July 2016, 10th August 2015, 17th August 2015, 23rd October 2015, 30th October 2015, 16th November 2015, 8th January, 2016, 25th January 2016, 1st February 2016, 22nd February 2016.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (LODR) Regulations, 2015 / Companies Act, 2013.

The composition of the Board of Directors & their attendance at Board Meetings and Last Annual General Meeting is as under:

Name of Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Ms. Mehak Arora	Managing Director	Executive & Non Independent	11	11	Yes
Mr. Deepu Singh	Director	Non Executive & Non Independent	11	11	Yes
Mr. Naveen Kumar	Director	Non Executive & Independent	11	11	Yes
Mr. Vikash Chaubey	Director	Non Executive & Independent	11	11	Yes

(b) COMMITTEE OF THE BOARD:

The Board has four committees: the Audit Committee, the Nomination & Remuneration Committee, the Stakeholder's Relationship Committee and the Risk Management Committee.

(i) AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

The Audit Committee comprises three members of which two including Chairman of the Committee are Independent Director.

Meetings of the Committee:

The Committee met 5 (five) times on 18th May, 2015, 10th August, 2015, 30th October, 2015, 1st February, 2016 and 22nd February, 2016 during the financial year ended March 31, 2016.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey	Chairperson	5	5
Mr. Naveen Kumar	Member	5	5
Ms. Mehak Arora	Member	5	5
Mr. Deepu Singh*	Member	5	5

* ceased from the committee w.e.f. 22.02.2016.

(ii) NOMINATION & REMUNERATION COMMITTEE

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members.

The Nomination & Remuneration Committee comprises three members of which two including Chairman of the Committee are Independent Director.

Meetings of the Committee:

The Committee met 2 times on 17th August, 2015 and 22nd February, 2016 during the financial year ended March 31, 2016.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors.

The Composition of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey	Chairperson	2	2
Mr. Naveen Kumar	Member	2	2
Mr. Deepu Singh	Member	2	2
Ms. Mehak Arora*	Member	2	2

* ceased from the committee w.e.f. 22.02.2016.

(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

This Committee looks into redressal of Shareholders' and investors' complaints with respect to transfer/transmission of shares, non-receipt of annual report, dividend warrants etc.

The Stakeholders' Relationship Committee comprises three members of which two including Chairman of the Committee are Independent Director.

Meetings of the Committee:

The Committee met 3 (Three) times on 22nd July, 2015, 8th January, 2016 and 22nd February, 2016 during the financial year ended March 31, 2016.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors.

The Composition of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey	Chairperson	3	3
Mr. Naveen Kumar	Member	3	3
Ms. Mehak Arora	Member	3	3
Mr. Deepu Singh*	Member	3	3

* ceased from the committee w.e.f. 22.02.2016.

Compliance Officer:

NAME OF THE COMPLIANCE OFFICER	Ms. Kashni Mahajan
CONTACT DETAILS	2127-28, 3 rd Floor, Block- K, Gali No.- 58, Naiwala Gurdwara Road, Karol Bagh New Delhi- 110005
E- MAIL ID	dhs1textiles@gmail.com

(iv) RISK MANAGEMENT COMMITTEE:

The Committee main objective is to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimising risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

The Risk Management Committee comprises three members of which two including Chairman of the Committee are Independent Director.

Meetings of the Committee:

The Committee met 2 times on 10th August, 2015 and 08th January, 2016 during the financial year ended March 31, 2016.

The Minutes of the Meetings of the Risk Management Committee are discussed and taken note by the board of directors.

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey	Chairperson	2	2
Mr. Naveen Kumar	Member	2	2
Ms. Mehak Arora	Member	2	2

(c) ANNUAL GENERAL MEETING:

Annual General Meeting held during the previous financial year as follows:

Year	Date	Venue	Time
2015	17.09.2015	16/121-122, Jain Bhawan, First Floor, Faiz Road, Karl Bagh, New Delhi-110005	11.00 A.M

(d) RESOLUTIONS PASSED THROUGH POSTAL BALLOT:

2 (Two) Postal Ballot meeting was held during the financial year ended 31 March, 2016.

- A.** The Board of Directors of the Company in its Meeting held on 16th November, 2015 had decided to seek the approval of the shareholders through Postal Ballot process (including e-voting) pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation of the SEBI (Listing Obligations and Disclosures requirements) regulations, 2015 for the following Resolutions:

Item No.1: Approval for change of the name of the company from "DESIRE HITECH SOLUTIONS LIMITED to DHSL TEXTILS (INDIA) LIMITED "

Item No.2: To alter the name clause of articles of association of the company from "DESIRE HITECH SOLUTIONS LIMITED to DHSL TEXTILS (INDIA) LIMITED "

ITEM NO: 3: Amendment of the object clause in relation to textile business in the memorandum of association of the company.

ITEM NO. 4: To make investments, provide loans, guarantees and securities beyond the limit of Section 186 of the Companies Act, 2013

M/s Astik Tripathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

The result of above Postal Ballots was declared on 22nd December, 2015.

- B.** The Board of Directors of the Company in its Meeting held on 8th January, 2016 had decided to seek the approval of the shareholders through Postal Ballot process (including e-voting) pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation of the SEBI (Listing Obligations and Disclosures requirements) regulations, 2015 for the following Resolutions:

Item No.1: Alteration of the main object clause by deletion of clause 1 & 2 of Memorandum of Association of Company.

Item No.2: Replacing the Objects Incidental or Ancillary to the attainment of Main Objects stated in clause III (A) of Memorandum of Association of Company

ITEM NO: 3: Deletion of the other Objects clause III (C) of the Memorandum of Association of Company

M/s Astik Tripathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

The result of above Postal Ballots was declared on 12nd February, 2016.

(e) INDEPEDNENT DIRECTORS MEETING:

The Company has complied with the definition of Independence as per SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015 and according to the provisions of section 149(6) Companies Act. 2013.

Training of Independent Directors:

Whenever new Non-executive and Independent Directors are induced in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

Performance Evaluation of non-executive and Independent Directors:

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, Industry and administration. Their presence on the Board is advantageous and fruitful in taking business decision.

Separate Meeting of Independent Directors:

One Meeting of Independent Directors was held on 07th March, 2016 during the financial year ended March 31, 2016.

The meeting shall:

- Review the performance of non-independent directors and the Board as a whole ;
- Review the performance of Chairperson of the company, taking into account the views of executive directors and non executive directors and;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

AUDITORS OBSERVATIONS:

The observations made by Auditors with reference to notes to account are self explanatory and need no comments.

AUDITORS:

STATUTORY AUDITORS:

M/s Sanjeev Gaurav & Associates, Chartered Accountants (FRN -017483C), Statutory Auditors of the company retire at the conclusion of forthcoming Annual General Meeting and, are being eligible for re-appointment. Pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, it is proposed to ratify the appointment of M/s Sanjeev Gaurav & Associates, as Statutory Auditors of the Company from the conclusion of forthcoming Annual General Meeting till the conclusion of next Annual General Meeting of the Company.

A Certificate from the Auditors has been received to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

AUDITORS' REPORT:

The Auditors' Report is annexed herewith marked as **Annexure-I** and forms part of the Annual Report.

SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS:

The Company has appointed Mr. Deepak Dewan Singh proprietor of M/s Deepak Singh & Associates, Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report and the Secretarial Audit Report is annexed herewith marked as **Annexure-II** to this report in Form No. MR-3.

APPOINTMENT OF INTERNAL AUDITOR:

The Company has appointed Mr. Deepak Tyagi as an Internal Auditor of the Company for the financial year 2015-16. Mr. Deepak Tyagi placed the internal audit report to the Company which is self explanatory and need no comments.

DISCLOSURE ABOUT COST AUDIT:

Since the Company do not fall under the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the Cost Audit do not applicable to the Company for the year under review.

EXTRACT OF THE ANNUAL RETURN:

The Extract of the Annual Return for the financial year 2015-16 is being attached with the Directors report in Form No. MGT-9 marked as **Annexure-III**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

INTERNAL CONTROL SYSTEM:

The company has in place well defined and adequate internal controls commensurate with the size of the company and same were operating throughout the year. The company has in-house internal audit functions.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the financial year 2015-16 are annexed herewith to the financial statements in Form No. AOC -2.

ENHANCING SHAREHOLDER VALUE:

Our Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders.

LISTING OF SHARES:

The Company has got Listed 49,98,000 Equity Shares of ₹ 10/- each on Ahmadabad Stock Exchange Limited (ASE) which has effected from 22nd February, 2016

Further, the shares of the company are also listed on Delhi Stock Exchange Limited (DSE) but as per SEBI circular WTM/PS/45/MRD/DSA/NOV/2014 dated 19th November, 2014, DSE has been derecognized as Stock Exchange.

The application for listing of 49,98,000 Equity Shares of ₹ 10/- each has proposed on Bombay Stock Exchange Limited (BSE Ltd) as per BSE Direct Listing norms to create the new trading platform and value for all the stakeholders.

ALTERATION IN NAME & OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

The company has changed its name which involved alteration of memorandum of association as per Section 13 of Companies Act 2013.

The company inserted new clauses 3-5 to III (A) of the Memorandum of Association of the company relating to textiles business by passing special resolution with the consent of members through postal ballot vide notice dispatched on 16th November, 2015.

Also, the company deleted clauses 1-2 to III (A) of the Memorandum of Association of the company by passing special resolution with the consent of members through postal ballot vide notice dispatched on 8th January, 2016.

Thereafter, with approval of Registrar of companies, NCT of Delhi & Haryana, company has obtained new certificate of incorporation consequent upon change of name of company from “Desire Hitech Solutions Limited” to “DHSL Textiles (India) Limited” on dated 12th January, 2016

DEMATERILISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No INE287F01014 has been allotted for the Company. Therefore, the investors may keep their shareholding in the electronic mode with their Depository Participates. 70.71% of the Company’s Paid-up Share Capital is in dematerialized form as on 31st March, 2016 and balance 29.29% is in physical form.

DIRECTORS’ RESPONSIBILITY STATEMENT:

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirm and submit the Director’s Responsibility Statement:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31st March, 2016 on a going concern basis.
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:

In pursuant to the provision of section 177(9) & (10) of the Companies Act, 2013, The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and

employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company www.dhsltextiles.in.

CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is within the prescribed limit that the paid up Share Capital of the Company is ₹ 4,99,80,000/- (Rupees Four crore Ninety Nine Lakh Eighty Thousand Only) and Net worth is ₹ 9,73,41,151/- (Rupees Nine Crore Seventy Three Lakh Forty One Thousand One Hundred Fifty One Only).

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report is a part of Corporate Governance Report, Hence, applicability of this report is also not applicable to the Company.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The policy is available on the website of the company i.e. www.dhsltextiles.in

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16.

- No of complaints received : 0
- No of complaints disposed off : N.A.

DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The

Company has been addressing the various risks impacting the Company and policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

PARTICULARS OF EMPLOYEES:

None of the employee was drawing in excess of the limits by the Companies Act, 2013 and rules made there under which needs to be disclosed in the directors report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

	Particulars	Current Year 2015-16	Previous Year 2014-2015
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

ACKNOWLEDGEMENT:

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

**By Order of the Board of Director
For DHSL Textiles (India) Limited
(Formerly known as Desire Hitech Solutions Limited)**

**Place: New Delhi
Date: 27.05.2016**

**Mehak Arora
Chairman & Managing Director
DIN: 06798853
Address: N-137 GN-1 2nd Floor Gopal Park,
Ram Nagar Ext, New Delhi- 110051**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
DHSL TEXTILES (INDIA) LIMITED
(Formerly known as Desire Hitech Solutions Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of **DHSL TEXTILES (INDIA) LIMITED (Formerly known as Desire Hitech Solutions Limited)**, which comprise the Balance Sheet as at 31 March 2016 and the Statement of Profit and Loss for the year then ended and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India –

- (i) In the case of Balance Sheet, of the State of Affairs of the Company as at 31th March 2016.
- (ii) In the case of Profit and Loss Account, of the Profit of ₹ 97597/- for the year ended on that date and
- (iii) In case of Cash Flow Statements, on the Cash Flow for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "a" 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 purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company has no pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For SANJEEV GAURAV & ASSOCIATES
(Chartered Accountants)
Firm Registration No. : 017483C

CA Gaurav Agarwal
Partner
(Membership No.: 415745)
Place: New Delhi
Date: 27.05.2016

Annexure A

The annexure a referred to in paragraph 1 of the our Report of Even date to the members of DHSL TEXTILES (INDIA) LIMITED (Formerly known as Desire Hitech Solutions Limited) on the Accounts of the Company for the year ended 31st March ,2016

(i) Fixed Assets

- (a) Company is maintaining proper records showing full particulars, including quantitative detail and situation of fixed assets.
- (b) These fixed assets have been physically verified by the management at reasonable intervals and information and explanation given to us there is no material discrepancies were noticed on such verification.
- (c) There are no immovable properties held in the name of company.

(ii) Inventories

In our opinion and explanation given to us company has regularly verified its inventory at reasonable intervals by the management and there is no material discrepancies were noticed.

(iii) Secured or unsecured Loans

The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. So Further provisions of clause do not apply.

- (iv) The company has complied with the provision of section 185 & 186 in respect of loans, investments, guarantees, and security.
- (v) In our opinion and according to the Information & Explanation given to us, The Company has not accepted deposits under the provisions of sections 73 to 76 are not applicable or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) We have been informed that the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

- (viii) Since the company has not taken any loan or borrowing from a financial institution, bank, Government or dues to debenture holders hence the default in repayment of dues to banks, financial institutions, and Government does not arise.
- (ix) In our opinion and according to the Information & Explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans so the clause is not applicable for the company.
- (x) Based on the procedure performed and the information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such cases by the management.
- (xi) In our opinion and according to the information and Explanation given to us company has not pay or provides managerial remuneration during the year therefore in accordance with the requisite approval is not mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi company hence the provision related to the the Nidhi Company is not applicable.
- (xiii) The company does not have not any related Party Transaction during the financial year.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not an NBFC hence the company is not to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SANJEEV GAURAV & ASSOCIATES
(Chartered Accountants)
Firm Registration No. : 017483C

CA Gaurav Agarwal
Partner
(Membership No.: 415745)

Place: New Delhi
Date: 27.05.2016

DHSL TEXTILES (INDIA) LIMITED
(Formerly known as DESIRE HITECH SOLUTIONS LIMITED)

BALANCE SHEET AS AT 31-03-2016

(IN ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2016	AS AT 31ST MARCH, 2015
I EQUITY AND LIABILITIES			
1 <u>Shareholders Funds</u>			
(A) Share Capital	2	49,980,000	49,980,000
(B) Reserves And Surplus	3	47,479,737	47,361,314
2 <u>Non Current Liabilities</u>			
(A) Deferred Tax Liabilities (Net)	4	-	-
3 <u>Current Liabilities</u>			
(A) Short Term Borrowings	5	-	37,000
(B) Other Current Liabilities	6	223,167	51,418
(C) Short Term Provisions	7	18,598	17,100
TOTAL		97,701,502	97,446,832
II ASSETS			
1 <u>Non-Current Assets</u>			
(A) Fixed Assets	8	5,255	14,103
(B) Non-Current Investments	9	96,547,000	96,547,000
(C) Deffered Tax Assets (Net)	10	988	163
(D) Long-Term Loans And Advances	11	58,598	40,000
2 <u>Current Assets</u>			
(A) Stock In Trade	12	386,037	100,012
(B) Cash And Cash Equivalents	13	703,623	745,554
TOTAL		97,701,502	97,446,832

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

FOR SANJEEV GAURAV & ASSOCIATES

(Chartered Accountants)

FRN. 017483C

FOR DHSL TEXTILES (INDIA) LIMITED

(Formerly Known as Desire Hitech Solutions Limited)

CA. GAURAV AGARWAL

(Partner)

M. NO. 415745

MEHAK ARORA

(Managing Director)

DIN : 06798853

VIKASH CHAUBEY

(Director)

DIN: 06788465

PLACE : NEW DELHI

DATE : 27.05.2016

KASHNI MAHAJAN

(Company Secretary)

(M. No. A38786)

REKHA BHANDARI

(Chief Financial Officer)

DHSL TEXTILES (INDIA) LIMITED
(Formerly known As DESIRE HITECH SOLUTIONS LIMITED)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2016

(IN ₹)

PARTICULARS	NOTE NO.	Current Period 2015-16	Previous Period 2014-15
Revenue From Operations	14	49,490,717	1,774,450
Total Revenue		49,490,717	1,774,450
Cost of Trading Goods	15	45,914,606	815,100
Change in Stock In Trade	16	(286,025)	429,867
Employee Benefits Expenses	17	409,585	68,300
Depreciation And Amortization Expenses	8	15,348	28,298
Other Expenses	18	3,339,606	343,147
Total Expenses		49,393,120	1,684,712
Profit Before Tax		97,597	89,738
Tax Expense			
Current Tax		18,598	17,100
MAT Credit Entitlement		(18,598)	(17,100)
Earlier Tax expenses		-	(194)
Deferred Tax		(825)	(1,963)
Profit (Loss) For The Period		98,422	-
Earning Per Equity Share			
Basic		0.02	0.02
Diluted		0.02	0.02

Schedules referred to above and notes attached there to form an integral part of Statement of Profit & Loss.

**IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED
FOR SANJEEV GAURAV & ASSOCIATES**

(Chartered Accountants)
FRN. 017483C

FOR DHSL TEXTILES (INDIA) LIMITED
(Formerly Known as Desire Hitech Solutions Limited)

CA. GAURAV AGARWAL
(Partner)
M. NO. 415745

MEHAK ARORA
(Managing Director)
DIN : 06798853

VIKASH CHAUBEY
(Director)
DIN: 06788465

PLACE : NEW DELHI
DATE : 27.05.2016

KASHNI MAHAJAN
(Company Secretary)
(M. No. A38786)

REKHA BHANDARI
(Chief Financial Officer)

DHSL TEXTILES (INDIA) LIMITED
(Formerly known As DESIRE HITECH SOLUTIONS LIMITED)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

(In ₹)

PARTICULARS	2015-16	2014-15
<u>A. CASH FLOWS FROM OPERATION ACTIVITIES :</u>		
Net Profit Before Tax And Extraordinary Items	0.98	0.90
Adjustments For :		
Depreciation	0.15	0.28
Operating Profit Before Working Capital Changes	1.13	1.18
Adjustments For :		
Increase/Decrease In Current Assets	(2.86)	4.30
Increase/Decrease In Current Liabilities	1.55	0.62
Cash Generated From Operations	(1.31)	4.92
Direct Tax Paid	(0.17)	(0.23)
Net Cash From Operating Activities	(0.35)	5.87
<u>B. CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Asset	(0.07)	-
Net Cash Used In Investment Activities	(0.07)	-
<u>C. CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Net Cash From In Financing Activities	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	(0.42)	5.87
CASH & CASH EQUIVALENTS (Opening Balance)	7.46	1.59
CASH & CASH EQUIVALENTS (Closing Balance)	7.04	7.46

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

FOR SANJEEV GAURAV & ASSOCIATES

(Chartered Accountants)

FRN. 017483C

FOR DHSL TEXTILES (INDIA) LIMITED

(Formerly Known as Desire Hitech Solutions Limited)

CA. GAURAV AGARWAL

(Partner)

M. NO. 415745

MEHAK ARORA

(Managing Director)

DIN : 06798853

VIKASH CHAUBEY

(Director)

DIN: 06788465

PLACE : NEW DELHI

DATE : 27.05.2016

KASHNI MAHAJAN

(Company Secretary)

(M. No. A38786)

REKHA BHANDARI

(Chief Financial Officer)

Notes to the Financial Statements

Note1: SIGNIFICANT ACCOUNTING POLICIES

(a) Basis for preparation of Accounts:

The Financial Statements of the Company are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") in India, mandatory accounting standards, as specified in the Companies (Accounting Standards) Amendment Rules, 2014 and the provisions of the Companies Act, 2013, to the extent applicable, and as adopted consistently by the Company.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature business the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

(c) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Intangible Assets expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprise of purchase price and directly attributable expenditure on making the assets ready for its intended use.

(d) Depreciation & Impairment of Assets

Depreciation on fixed assets is provided on written down value method over the useful lives and in the manner prescribed in Schedule- II to the Companies Act, 2013.

(e) Investment

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if; such a decline is other than temporary in the opinion

of the management. As in case of company such decline is presumed to be temporary hence no provision has been created.

(f) Revenue Recognition

- (i) Revenue/Income and Cost/Expenditure are generally accounted for on accrual as they are earned or incurred, except in case of significant uncertainties. However, where the ultimate collection of the same lacks reasonable certainty revenue recognition is postponed to extent of uncertainty.
- (ii) Sale of goods is recognized on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods and are recognized net of discounts, rebates.
- (iii) Dividend income on investments is accounted for as and when the right to receive the same is established.

(g) Accounting of Inventories:

- (i) Finished goods, goods for trade and stores, spares, etc. are valued at cost or net realizable value, whichever is lower. Materials and supplies held for use in production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- (ii) Goods in transit are valued at cost to date.
- (iii) 'Cost' comprises all costs of purchase. The cost formulae used is either 'first in first out', or 'specific identification', or the 'average cost', as applicable.

(h) Employee Benefits

Company do not follow the provision of the accounting Standard-15 "Employee benefits" as the company do not have employee more than 10 personnel's. So it is the policy of the company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also. In case the company's employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.

(i) Provisions, contingents Liabilities and contingent Assets

- (i) A Provision is recognized when the company has present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- (ii) Contingent Liabilities are disclosed separately by way of note to financial statements after careful evaluation by the managements of the facts and legal aspects of the matter involved in case of:
 - (a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
 - (b) A possible obligation, unless the probability of outflow of resources is remote.

(iii) Contingent Assets are neither recognized, nor disclosed in the financial statements.

(j) Taxation

Provisions for current tax is made in accordance with and at the rates specified under the Income Tax Act, 1961, in accordance with Accounting Standard 22- 'Accounting for taxes on Income', issued by the Institute of Chartered Accountant of India.

(k) Preliminary expenses

The treatment of preliminary expenses is done as per the Income Tax Act, 1961 i.e. these Expenses are written off 20% every year from the year of incurring.

(l) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted averages number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

(m) Cash and Cash Equivalent

Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.

Notes to Financial Statements

NOTE 2. SHARE CAPITAL

IN ₹

PARTICULARS	AS AT	
	31ST MARCH 2016	31ST MARCH 2015
Authorised Share Capital 5,000,000 (Previous Year 5,000,000) Equity Share of ₹ 10 Each	50,000,000 <u>50,000,000</u>	50,000,000 <u>50,000,000</u>
Issued, Subscribed & Paid up Share Capital Shares at the end of the Accounting Period 4,998,000 (Previous Year 4,998,000) Equity Shares of ₹10/-	49,980,000 <u>49,980,000</u>	49,980,000 <u>49,980,000</u>

- 2.1 The company has only one class of equity Shares having Par Value of ₹ 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.
- 2.2 The reconciliation of the number of Shares outstanding is set out Below

PARTICULARS	AS AT	
	31ST MARCH 2016	31ST MARCH 2015
Equity Shares at the beginning of the year	4,998,000	4,998,000
Add : Issued during the year	-	-
Equity Shares at the end of the Year	<u>4,998,000</u>	<u>4,998,000</u>

2.3 Shares In The Company Held By Each Shareholder Holding More Than 5% shares

Name of the Shareholders	AS AT		AS AT	
	31ST MARCH 2016		31ST MARCH 2015	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Avail Financial Services Ltd.	8.50	425,000	8.50	425,000
Lovely Securities Pvt. Ltd.	8.60	430,000	8.60	430,000
Sri Endrash Investment & Finance Pvt. Ltd.	8.56	428,000	8.56	428,000

Notes to Financial Statements

NOTE 3: RESERVES & SURPLUS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
<u>Securities Premium Account</u>		
At The Beginning Of The Accounting Period	4,75,00,000	4,75,00,000
Less : Addition during the year	-	-
At The End Of The Accounting Period	<u>4,75,00,000</u>	<u>4,75,00,000</u>
<u>Surplus</u>		
At The Beginning Of The Accounting Period	(1,38,686)	(2,30,580)
Additions During The Year (Balance In Statement Of Profit & Loss)	98,422	91,894
Earlier year Expenses Credited In the Books	20,000	-
At The End Of The Accounting Period	<u>(20,263)</u>	<u>(1,38,686)</u>
Grand Total	4,74,79,737	4,73,61,314

NON CURRENT LIABILITES

NOTE 4 : DEFFERED TAX LIABILITIES (NET)

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Opening Balance	-	1,800
Created/reversed During the Year	-	(1,800)
Closing Balance	-	-

CURRENT LIABILITES:

NOTE 5 : SHORT TERM BORROWINGS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Loan from Directors	-	37,000
Grand Total	-	37,000

Notes to Financial Statements

NOTE 6 : OTHER CURRENT LIABILITIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Expenses Payable	2,23,167	51,418
Grand Total	2,23,167	51,418

NOTE 7: SHORT TERM PROVISION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Opening Balance	17,100	23,004
Less: Paid for previous year	(17,100)	(23,004)
Add: During the Year	18,598	17,100
Grand Total	18,598	17,100

Notes to the Financial Statement

Note : 8 Fixed Asset

IN ₹

Sr · N	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
1	Tangible Assets										
1	Computer	52,250	-	-	52,250	38,147	11,490	-	49,637	2,613	14,103
2	Printer	-	6,500	-	6,500	-	3,858	-	3,858	2,642	-
	SUB TOTAL	52,250	6,500	-	58,750	38,147	15,348	-	53,495	5,255	14,103
	Total (Current Year)	52,250	6,500	-	58,750	38,147	15,348	-	53,495	5,255	14,103
	(Previous Year)	52,250	-	-	52,250	9,849	28,298	-	38,147	14,103	42,401

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED
FOR SANJEEV GAURAV & ASSOCIATES
(Chartered Accountants)
FRN. 017483C

FOR DHSL TEXTILES (INDIA) LIMITED
(Formerly Known as Desire Hitech Solutions Limited)

CA. GAURAV AGARWAL
(Partner)
M. NO. 415745

MEHAK ARORA
(Managing Director)
DIN : 06798853

VIKASH CHAUBEY
(Director)
DIN: 06788465

PLACE : NEW DELHI
DATE : 27.05.2016

KASHNI MAHAJAN
(Company Secretary)
(M. No. A38786)

REKHA BHANDARI
(Chief Financial Officer)

NON CURRENT ASSETS

NOTE 9: NON CURRENT INVESTMENT

IN ₹

PARTICULARS		AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Unquoted Equity Shares			
842100	Ikey Computers Pvt. Ltd. of ₹ 10 /- each	8,42,10,000	8,42,10,000
123370	Excel Tex Fab Pvt. Ltd. of ₹ 10/- each	1,23,37,000	1,23,37,000
Grand Total		9,65,47,000	9,65,47,000
* Aggregate Value of unquoted Shares		9,65,47,000	9,65,47,000

NOTE 10 : DEFFERED TAX ASSETS (NET)

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Opening Balance	163	-
Created/ (Reversed) During the Year	825	163
Closing Balance	988	163

NOTE :11 LONG TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Other Loans & Advances		
MAT Credit Entitlement		
Opening Balance	40,000	22,900
Add: During the Year	18,598	17,100
Grand Total	58,598	40,000

NOTE : 12 STOCK IN TRADE

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Stock held in Shares		
Alstone Textiles (India) Limited (Formerly Known as Shalini Holdings Limited)	-	100,012
Fabrics Stock	386,037	-
Grand Total	386,037	100,012

NOTE : 13 CASH & CASH EQUIVALENTS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Cash in Hand	413,849	86,316
Bank balance with Current account	289,774	659,238
Grand Total	703,623	745,554

NOTE : 14 REVENUE FROM OPERATION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Sale of Trading Goods	48,835,717	1,774,450
Sale of Shares	655,000	
Grand Total	49,490,717	1,774,450

Notes to Financial Statements

NOTE : 15 COST OF TRADING GOODS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Purchases of Trading goods	4,56,64,606	8,15,100
Purchase of Shares	2,50,000	-
Grand Total	4,59,14,606	8,15,100

NOTE : 16 CHANGE IN STOCK IN TRADE

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
<u>Stock of Shares</u>		
Balance at the beginning of the year	1,00,012	5,29,880
Balance at the Closing of the year	-	1,00,012
Total	<u>1,00,012</u>	<u>4,29,867</u>
<u>Stock of Fabrics</u>		
Balance at the beginning of the year	-	-
Balance at the Closing of the year	3,86,037	-
Total	<u>(3,86,037)</u>	<u>-</u>
Grand Total	(2,86,025)	4,29,867

NOTE : 17 EMPLOYEE BENEFITS EXPENSES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Salary Expenses	4,09,585	68,300
Total	4,09,585	68,300

Notes to Financial Statements

NOTE : 18 OTHER EXPENSES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
Advertisement Expenses	79,938	58,880
Audit Remuneration		
(a) Audit Fees	6,870	5,618
(b) Tax Audit Fees	9,732	-
Bank Charges	235	-
Conveyance Expenses	10,460	8,715
Board Meeting Expenses	12,780	-
BSE Processing Fees	28,62,500	-
Interest On Taxes	2,340	-
Legal & Professional charges	1,41,970	1,12,360
Listing Compliance Charges	1,13,160	80,899
Misc. Expenses	9,048	5,720
Office Rent	24,000	6,000
Printing & Stationery	16,900	20,155
ROC Compliance Charges	29,800	38,300
Telephone Exp.	7,831	-
Postage & Telegram Expenses	12,042	6,500
Grand Total	33,39,606	3,43,147

19. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
20. In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.
21. As per the Provision of AS-2, Accounting of Inventories, Stock in trade should be valued at cost or market price whichever is lower, so that the company has valued it's currently purchased all stock in trade at less value that is cost.
22. The company's business activity falls within single primary/ secondary business segment viz. Finance Activity. The disclosure requirement of Accounting standard (AS) -17 "Segment Reporting" issued by the Institute of chartered Accountants of India, therefore is not applicable.
23. **Related Party Disclosure:**
As per Accounting Standard 18 on "Related Party disclosure" issued by the Institute of chartered Accountants of India, there is no related party transaction recognized during the year.
24. Earning per Share "AS-20" issued by the Institute of chartered Accountants of India:

(In ₹)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Profit/(Loss) after taxation as per Profit and Loss Account (in ₹)	98,422	91,894
Weighted average number of Equity Shares outstanding during the year	4,998,000	4,998,000
Nominal value of Equity shares (in ₹)	10/-	10/-
Basic earnings per share (in ₹)	0.02	0.02
Diluted earnings per share (in ₹)	0.02	0.02

25. Payment to Auditor	2015-2016	2014-2015
Audit Fee	6,870/-	5,618/-
Tax Audit fees	9,732/-	-

26. The Company estimates the deferred tax created / (credit) using the applicable rate of Taxation based on the impact of timing Differences between financial Statements and Estimated taxable income for the current Year.

Details of Deffered Tax Assets (Liabilities) are As follows:

Calculation of Deffered Tax Assets	
WDV as per Companies Act	5225
WDV as per Income Tax act	8452
Timing Difference	3197
Deffered Tax Assets(Liabilities)	988

27. *There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31st March 2015. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.*

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

**FOR SANJEEV GAURAV & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN: 017483C**

**FOR DHSL TEXTILES (INDIA) LIMITED
(Formerly known as Desire Hitech Solutions Limited)**

**CA. GAURAV AGARWAL
(Partner)
M. NO. 415745**

**MEHAK ARORA
(Managing Director)
DIN: 06798853**

**VIKASH CHOUBEY
(Director)
DIN : 06788465**

*Place: New Delhi
Date: 27.05.2016*

**KASHNI MAHAJAN
(Company Secretary)
M. No. A38786**

**REKHA BHANDARI
(Chief Financial Officer)**

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 arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship: NIL

(b) Nature of contracts/arrangements/transactions: NIL

(c) Duration of the contracts / arrangements/transactions: NIL

(d) Salient terms of the contracts or arrangements or transactions including the value: NIL

(e) Justification for entering into such contracts or arrangements or transactions: NIL

(f) Date of approval by the Board: NIL

(g) Amount paid as advances: NIL

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

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

(a) Name(s) of the related party and nature of relationship: NIL

(b) Nature of contracts/arrangements/transactions: NIL

(c) Duration of the contracts / arrangements/transactions: NIL

(d) Salient terms of the contracts or arrangements or transactions including the value: NIL

(e) Date(s) of approval by the Board: NIL

(f) Amount paid as advances, if any: NIL

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
DHSL Textiles (India) Limited
(Formerly known as Desire Hitech Solutions Limited)
2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala,
Gurdwara Road, Karol Bagh, Delhi- 110005

Date of Incorporation: **19/12/1984**
Authorized Share Capital: **50,000,000.00**
Paid up Share Capital: **49,980,000.00**

We have conducted the secretarial audit of the compliance of applicable statutory provisions **DHSL Textiles (India) Limited (Formerly known as Desire Hitech Solutions Limited)** hereinafter referred to as ("**the company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **DHSL Textiles (India) Limited (Formerly known as Desire Hitech Solutions Limited)** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st Day of March, 2016 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **DHSL Textiles (India) Limited (Formerly known as Desire Hitech Solutions Limited) ('The Company')** for the financial year ended on **31st Day of March, 2016** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External

Commercial Borrowings; **(Not applicable to the company during the audit period)**

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;
- iii. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, except appointment of Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

Place: New Delhi
Date: 27.05.2015

Deepak Singh and Associates

Deepak Dewan Singh
Proprietor
ACS No. 36436
C P No.: 13776

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

Annexure- A

**To,
The Members,
DHSL Textiles (India) Limited
(Formerly known as Desire Hitech Solutions Limited)
2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala,
Gurdwara Road, Karol Bagh, Delhi- 110005**

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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

**Place: New Delhi
Date: 27.05.2015**

Deepak Singh and Associates

**Deepak Dewan Singh
Proprietor
ACS No. 36436
C P No.: 13776**

Annexure III**Form No. MGT-9
EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31/03/2016**[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	L51900DL1984PLC019624
ii.	REGISTRATION DATE	19/12/1984
iii.	NAME OF COMPANY	DHSL TEXTILES (INDIA) LIMITED (Formerly known as DESIRE HITECH SOLUTIONS LIMITED)
iv.	CATEGORY OF COMPANY	Having Share Capital
v.	SUB-CATEGORY OF COMPANY	Indian Non-Government Company
vi.	ADDRESS OF COMPANY	2127-28, 3rd Floor, Block-k, Gali No.58, Naiwala Gurudwara Road Karol Bagh . New Delhi-110005
vii.	LISTED/UNLISTED	Listed
viii.	NAME & ADDRESS OF RTA	Bigshare services pvt. Ltd. 4E/8, First Floor, Jhandewalan Extension, New Delhi- 110055

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANYAll the business activities contributing 10 % or more of the total turnover of the company
shall be stated:-

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Dealing in Wholesale of Textiles	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S.N.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%OF SHARES HELD	APPLICAB LE SECTION
------	---------------------------------------	---------	--------------------------------------	-----------------------	---------------------------

NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTORS									
1. Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Others	-	-	-	-	-	-	-	-	-
Sub Total A (1):	-	-	-	-	-	-	-	-	-
2. Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-

c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub Total A (2):									
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	-	-	-	-	-	-	-	-	-
B. Public Share holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	
b) Banks/ FI	-	-	-	-	-	-	-	-	
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):-	-	-	-	-	-	-	-	-	-

2.Non Institutions									
a) Bodies Corp.									
(i)Indian	-	1295601	1295601	25.92	-	1295601	1295601	25.92	-
(ii)Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i)Individual Shareholders Holding nominal share capital up to Rs. 1 lakh/ 2 lakh	-	172399	172399	3.45	5000	168399	173399	03.46	0.01
ii)Individuals shareholders holding nominal share capital excess of Rs 1 lakh/ 2 lakh	-	3530000	3530000	70.63	3529000	-	3529000	70.60	(0.03)
c)Others (Specify)	-	-	-	-	-	-	-	-	-
sub-total (B) (2):-	-	4998000	4998000	100	3534000	1464000	4998000	100	-
Total Public Shareholding (B)= (B) (2)	-	4998000	4998000	100	3534000	1464000	4998000	100	-
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	4998000	4998000	100	3534000	1464000	4998000	100	-

ii. Share Holding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
NIL							

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

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

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)

For Each of the Top 10 Shareholders	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 of the company
At the beginning of the year	1950000	39.01	1950000	39.01
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	-	-	-	-
At the end of year (or on the date of separation during the year)	1950000	39.01	1950000	39.01

v. Shareholding of Director and Key Managerial Personnel:

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No, of shares	% of total shares of the company
At the beginning of the year	190100	03.80	190100	03.80
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	-	-	-	-
At the end of year	190100	03.80	190100	03.80

(vi) INDEBTEDNESS

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 year				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
➤ Addition	-	-	-	-
➤ Reduction				
Net Charge	-	-	-	-
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)	-	-	-	-

vi. REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to managing Director, Whole -time Directors and / or Manager:

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

B. Remunerations to others Director

	Particulars of Remuneration	Name of Director				Total Amount
		-----	-----	-----	-----	
	1. Independent Directors • Fee for attending board committee meetings • Commission • Others, Please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	2. Other Non – Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MAMAGERIAL PERSONNEL OTHER THAN MD/
MANAGER/WTD**

SL. No.	Particulars of Remuneration	Key Managerial Personnal			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	KASHNI MAHAJAN Rs. 21000/- P.M.	REKHA BHANDARI Rs. 27500/- P.M.	Rs. 48500/- P.M.
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others specify.....	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	-	-	-	Rs. 48500/- P.M.

(vii) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-

Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

DHSL TEXTILES (INDIA) LIMITED
(Formerly Known as Desire Hitech Solutions Limited)

Regd. Office: 2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol Bagh,
New Delhi- 110005

CIN: L51900DL1984PLC019624

E-mail Id: dhsitextiles@gmail.com

Website: www.dhsitextiles.in

Ph. No.: 011-28756902

ATTENDENCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 31st Annual General Meeting of the Company being held on Wednesday, the 29th Day of June, 2016 at 12:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

DHSL TEXTILES (INDIA) LIMITED

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Regd. Office: 2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol Bagh,
New Delhi- 110005

CIN: L51900DL1984PLC019624

E-mail Id: dhsltextiles@gmail.com

Website: www.dhsltextiles.in

Ph. No.: 011-28756902

Form No. MGT-11

Proxy form

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

CIN: L51900DL1984PLC019624

Name of the company: DHSL TEXTILES (INDIA) LIMITED

(Formerly Known as Desire Hitech Solutions Limited)

Registered office: 2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol
Bagh, New Delhi- 110005

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

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

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

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 31st Annual General Meeting of the company, to be held on Wednesday, the 29th Day of June, 2016 at 12:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business	
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2016.
2	Ordinary Resolution that Mr. Deepu Singh retires by rotation and being eligible, offers himself for re-appointment, as a Director of the Company.
3	Ordinary Resolution under Section 139 of the Companies Act, 2013 for ratifies the appointment of M/s Sanjeev Gaurav & Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.
Special Business	
4	Ordinary Resolution for appointment of Ms. Mehak Arora as Managing Director of the Company.

Signed this day of..... 20.....

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

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.

If Undelivered, Please return to:

DHSL Textiles (India) Limited

(Formerly known as Desire Hitech Solutions Limited)

2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala,
Gurdwara Road, Karol Bagh, New Delhi- 110005