

8 ANNUAL REPORT

Period of Reporting

F.Y : 2020 -21



Angel
Fibers Limited

SURVEY NO. 100/1, PLOT NO.1,
AT. HARIPAR, KALAVAD-RANUJA ROAD,
JAMNAGAR, GUJARAT 361013
+91 97261 11118 | info@angelfibers.com

MESSAGE FROM CHAIRMAN



Dear Shareholders,

With great pleasure I am presenting 1st annual reports of my team and 8th annual report of the company for the F.Y. 2020-21. As you all know we taken control of the company with lots of unfavourable conditions like; stressed position of the company at the time of acquisition, challenges of textile sector, Sudden lock-down due to COVID-19 and post lock-down disturbances and hurdles due to the pandemic. However, your new management had performed great which all can evaluate from the financials. We passionately followed the inspirational quote of our honourable Prime Minister “आपदा को अवसर में बदलना है” by taking advantage of lock-down period and shutting down of plant, we initiated maintenance, repairing and innovation of whole the plant and machineries as we taken control of the factory during that period only.

I express my sincere gratitude to our Shareholders, Bankers, Customers, Suppliers, Governments Bodies, Board of Directors and Committed Employees, who stood with us in these trying times.

**Regards,
Rameshkumar Ranipa**

MESSAGE FROM THE DESK OF YOUR NEW MANAGING DIRECTOR



Dear Shareholder,

I am pleased to share with you, glimpses of the reporting year which is our first performance in your company.

As you all know that your company was in tough position since last 2 years.

But with strong forecasting abilities, hard work & dedication of our whole team we hauled-up your company from the crises. Within the year itself, we performed 7 crores of profit overcoming 15 crores of loss of last year.

Not only that, we paid almost 25% of the outstanding debt of the company and increased fix assets with new supporting machineries as well as innovated infrastructure for ease of doing business and value-added results in production without any financial assistance of any financial institution.

We had achieved more than 26 tons of production milestone, overcoming hurdles of labours, shortage of raw materials, unavailability of transportation and many more in COVID era.

I also ensure all my stakeholders and promoters for more commendable results in upcoming years.

Regards,

Rohankumar Raiyani



Shri Jitendrabhai Raiyani
Non- Executive Director



Shri Pankajbhai Bhimani
Whole-time Director



Gracefully Request all the stakeholders to take a look of our first performance cum achievements in your company

ACHIVMENTS OF YOUR NEW MANAGEMENT

Profit After Tax
Rs. 693 Lakhs **↑ + 132%**

Earning per Share
Rs. 2.77 **↑ + 132 %**

Liabilities
Rs. 7998 Lakhs **↓ - 25%**



ANGEL FIBERS LIMITED
CIN:L17200GJ2014PLC078738

BOARD OF DIRECTORS

Name	DIN	Designation
Mr. Rameshkumar Jivrajbhai Ranipa	03339532	Whole-time Director & Chairman
Mr. Jitendra Gopalbhai Raiyani	00284527	Non-Executive Director
Mr. Pankaj Becharbhai Bhimani	08818741	Whole-time Director
Mr. Rohankumar Jitendra Raiyani	08814726	Managing Director
Ms. Jyoti Jashvantray Kataria	08817525	Non-Executive Independent Director
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Name	DIN/PAN	Designation
Mr. Rohankumar Jitendra Raiyani	08814726	Managing Director
Mr. Rameshkumar Jivrajbhai Ranipa	03339532	Whole-time Director & Chairman
Mr. Pankaj BecharbhaiBhimani	08818741	Whole-time Director
Mr. Ashish Dhirajbhai Desai	CEFPD1282N	Chief Financial Officer
Ms.ReenaKanabar	BQSPK2174E	Company Secretary & Compliance Officer

AUDIT COMMITTEE

Name	DIN/PAN	Designation
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Name	DIN/PAN	Designation
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

ANGEL FIBERS LIMITED
CIN:L17200GJ2014PLC078738

NOMINATION & REMUNERATION COMMITTEE

Name	DIN/PAN	Designation
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

CSR COMMITTEE

Name	DIN/PAN	Designation
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

STATUTORY AUDITORS	COST AUDITORS
H.B. Kalaria & Associates Chartered Accountants A-601/602, The Imperial Hights, Opp. Big Bazaar, 150 ft. Ring Road, Rajkot-360005 E-mail : hbkalaria@gmail.com	CMA Manish B Analkat, Cost Accountants, I-302, SafalParivesh, Nr. Royal Orchid, Corporate Road, Prahladnagar, Ahmedabad – 380 051, Gujarat, India Mail Id : mba7103@yahoo.co.in
	SECRETARIAL AUDITOR
	SCS AND COMPANY LLP Practicing Company Secretaries Office :- 415, Pushpam Complex, Nr. Bank Of Baroda, Opp. Seema Hall, Satellite, Ahmedabad-380015 E-mail : scsandcollp@gmail.com Website:- scsandcollp.com

ANGEL FIBERS LIMITED
CIN:L17200GJ2014PLC078738

REGISTRAR & SHARE TRANSFER AGENT	BANKERS TO THE COMPANY
<p>M/s Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059. PHONE: 022-62638205 E-mail: vinayak@bigshareonline.com Website: www.bigshareonline.com</p>	<p>STATE BANK OF INDIA Dhebar Road (SME) Branch, Nr.KantaStriVikash Building Rajkot-360002, Gujarat, India Tel. Number:0281-227995 Email Id:sbi60068@sbi.co.in Website : www.sbi.co.in</p> <p>AXIS BANK LIMITED 1003 First Floor, Nakshtra-III, NR. Raiya Telephone Exchange, 150 Ft. Ring Road, Rajkot-360005,Gujarat, India Tel. Number:0281-2575910 Email Id : Sebastian.Polackal@axisbank.com Website : www.axisbank.com</p>
REGISTERED OFFICE	PLANT LOCATION
<p>Survey No. 100/1, Kalavad-Ranuja Road, Haripar, Tal: Kalavad, Dist: Jamnagar-361013</p> <p>Email : info@angelfibers.com Website : www.angelfibers.com</p>	<p>Unit: Survey No. 100/1, Kalavad-Ranuja Road, Haripar, Tal: Kalavad, Dist: Jamnagar-361013, Gujarat, India.</p>

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANGEL FIBERS LIMITED WILL BE HELD ON 29TH DAY OF SEPTEMBER, 2021 AT 12.00 P.M. IST THROUGH TWO-WAY VIDEO CONFERENCING ('VC') FACILITY OR OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021, TOGETHER WITH THE DIRECTORS AND AUDITORS REPORT

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

“RESOLVED THAT the audited financial statement of the Company for the financial year ended on 31st March, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. TO REAPPOINT MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Explanation: Based on the terms of appointment, office of executive directors and the non-executive & non independent directors are subject to retirement by rotation Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), who was appointed on May08, 2020 and whose office is liable to retire by rotation at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment. Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary resolution:-

“**RESOLVED THAT** Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), who Retires by Rotation in terms of section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Chairman & whole time director of the company whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESSES

3. TO APPOINT STATUTORY AUDITOR AND FIX THEIR REMUNERATION

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. K P B & Associates, Chartered Accountants (FRN: 0114814W) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. H. B. Kalaria & Associates, Chartered Accountants, Rajkot (Firm Registration No. 1045571W), who shall hold office from the conclusion of this 08th Annual General Meeting for term of one year till conclusion of the 09th Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

“RESOLVED FURTHER THAT approval be and is hereby accorded for payment of statutory audit fees of Rs. 1,75,000 (Rupees One Seventy Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes to M/s. K P B & Associates Chartered Accountants for the financial year 2021-22.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4.APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Redeco Fibers Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs.100Croreeach year for 10 (ten) consecutive years, starting from the financial year 2021-22 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

5. REVISION IN REMUNERATION PAYABLE TO MR. ROHANKUMAR JITENDRA RAIYANI (DIN: 08814726), MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), Managing Director of the Company as set out in the explanatory statement attached hereto with effect from October 1, 2021, for the existing term until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.”

“RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

‘RESOLVED FURTHER THAT any director of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

6. REVISION IN REMUNERATION PAYABLE TO MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), Chairman and Whole-Time Director of the Company as set out in the explanatory statement attached hereto with effect from October 1, 2021, for the existing term until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.”

“RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), Chairman and Whole-Time Director of the Company as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT any director of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

7.REVISION IN REMUNERATION PAYABLE TO MR. PANKAJ BECHARBHAI BHIMANI (DIN: 08818741), WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), Whole-Time Director of the Company as set out in the explanatory statement attached hereto with effect from October 1, 2021, for the existing term until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.”

“RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), Whole-Time Director of the Company as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT any director of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

8. REVISION IN REMUNERATION PAYABLE TO MR. JITENDRA GOPALBHAI RAIYANI (DIN: 00284527), NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527), Non-Executive Director of the Company as set out in the explanatory statement attached hereto with effect from October 1, 2021, for the existing term until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.”

“RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527), Non-Executive Director of the Company as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

“RESOLVED FURTHER THAT any director of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

9.REGULARISATION CUM APPOINTMENT OF MR. RUTVIKKUMAR PRABHUDAS BHENSDADIYA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rutvikkumar Prabhudas Bhensdadiya (DIN: 09306285), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 3rd September, 2021 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 2nd September, 2026, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Rutvikkumar Prabhudas Bhensdadiya (DIN:09306285) and filing of other necessary forms and documents with the Registrar of Companies.”

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

10.REGULARISATION CUM APPOINTMENT OF MR. CHANDRAKANT BHIMJIBHAI GOPANI AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 3rd September, 2021 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 2nd September, 2026, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Chandrakant Bhimjibhai Gopani(DIN: 09306307) and filing of other necessary forms and documents with the Registrar of Companies.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

11. APPROVAL OF REMUNERATION OF COST AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms and documents with the Registrar of Companies.”

12. CONTRIBUTION TO CHARITABLE AND OTHER FUNDS

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

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with their relevant rules, circulars, notifications, if any, made thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations, if any, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (or Committee thereof) to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes in any financial year of up to total amount of Rs. 20 lakhs (Rupees twenty lakhs).”

“RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as maybe required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Date: 02.09.2021

Place: Haripar, Jamnagar

Angel Fibers Limited

Mr.Rohankumar Raiyani

(DIN :08814726)

Mr.Rameshkumar Ranipa

(DIN :03339532)

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

IMPORTANT NOTIES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scsandcollp@gmail.com with copies marked to the Company at cs@anegelfibers.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:

(a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@anegelfibers.com.

(b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@anegelfibers.com.

(c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

(d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited E-3 Ansa Industrial Estate saki Vihar Road Sakinaka, Mumbai, Maharashtra, India - 400072, by following the due procedure.

(e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

9. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@anegelfibers.com on or before September 23, 2021 so as to enable the management to keep the information ready.

9. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@anegelfibers.com on or before September 23, 2021 so as to enable the management to keep the information ready.

11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.

12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode

13. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.angelfibers.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING AREAS UNDER:-

The remote e-voting period begins on Sunday, September 26, 2021 at 09:00 A.M. and ends on Tuesday, September 28, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 22, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 22, 2021

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Login method for Individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e - Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see eVoting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e -Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e -Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e -Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e -Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e -Voting facility. Once login, you will be able to see e-Voting option. Once you click on e -Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e -Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.**
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms PallaviMhatre at evoting@nsdl.co.in

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@angelfibers.com In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@angelfibers.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@angelfibers.com. The same will be replied by the company suitably

CONTACT DETAILS

Company	ANGEL FIBERS LIMITED Survey No. 100/1, Plot No.1, Haripar, Jamnagar, Gujarat-361112; Tel: +91 97261 11118 Web: www.angelfibers.com ; E-mail: cs@angelfibers.com
Registrar and Transfer Agent	Bigshare Services Private Limited E-3 Ansa Industrial EstatesakiVihar Road Sakinaka, Mumbai, Maharastra, India - 400072. Tel No.: +91-22-62638200
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	M/s SCS and CO LLP Email: sesandcollp@gmail.com ; Tel No.: +91 79 – 4005 1702

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

EXPLANATORY STATEMENT

Pursuant to section 102 of Companies Act, 2013 and Secretarial Standard – II on General Meetings)

ITEM NO.3

TO APPOINT STATUTORY AUDITOR AND TO FIX THEIR REMUNERATION : ORDINARY RESOLUTION

The Members of the Company at the 3rd Annual General Meeting ('AGM') held on 30th September, 2016 approved the appointment of M/s. H.B. Kalaria & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. H.B. Kalaria & Associates will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. K P B & Associates, Chartered Accountants (FRN: 0114814W) as statutory auditors of the company, who shall hold office from the conclusion of this 8th Annual General Meeting for term of one year till conclusion of the 09th Annual General Meeting to be held in the year 2022. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

About M/s. K P B & Associates, Chartered Accountants:

- Term of Appointment : (one) year from the conclusion of this AGM till the conclusion of next AGM i.e. 9th AGM.
- Proposed Fees : Remuneration for Statutory Audit of 1,75,000 (Rupees One Lakh Seventy Five Thousand only) plus applicable taxes and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2021-22.

The proposed fees is be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

The fees includes services in the nature of limited review, statutory certifications and other professional work as required by the company.

- Basis of recommendation and Auditor Credentials: M/s. K P B & Associates, Chartered Accountants is having experience of more than 20 years, whose office is situated Level 10, 1004, Sunshine Tower, Prabhadevi, Mumbai-400 013. They values for Integrity, Outstanding value to markets and clients, Commitment to each other, Strength from cultural diversity etc.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board of Directors recommends passing of the resolution as set out item no. 3 of this Notice as Ordinary Resolution.

ITEM NO. 4

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED : ORDINARY RESOLUTION

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Redeco Fibers Private Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Redeco Fibers Private Limited is likely to exceed the said threshold limit during the financial year 2020-21.

Accordingly transaction(s) entered with Redeco Fibers Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Redeco Fibers Private Limited in the financial year 2020-21.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Redeco Fibers Private Limited are as follows

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Sl.	Particulars	Remarks
1.	Name of Related Parties	Redeco Fibers Private Limited
2.	Name of the Director or KMP who is related	Mr. Rameshkumar Jivrajbhai Ranipa & Mr. Jitendrabhai Gopalbhai Raiyani & Mr. Rohankumar Jitendrabhai Raiyani & Mr. Pankajbhai Becharbhai Bhimani
3.	Nature of Relationship	<p>-Mr. Rameshkumar Jivrajbhai Ranipa is promoter & Chairman of Angel Fibers Limited and promoter & director of Redeco Fibers Private Limited.</p> <p>Mr. Rameshkumar Jivrajbhai Ranipaholds 1,47,82,700 number of Equity Shares (Majority Stake) in Angel Fibers Limited and holds 13,85,000 number of Equity Shares in Redeco Fibers Private Limited</p> <p>- Mr. Jitendrabhai Gopalbhai Raiyani is Promoter & Non-executive Director of Angel Fibers Limited and Director of Mr. Jitendrabhai Gopalbhai Raiyani.</p> <p>Mr. Jitendrabhai Gopalbhai Raiyani holds 36,95,680 number of Equity Shares in Angel Fibers Limited and holds 7,50,000 number of Equity Shares in Redeco Fibers Private Limited.</p> <p>-Mr. Rohankumar Jitendrabhai Raiyani is Managing Director of angel fibers Limited and holds 7,50,000 number of Equity Shares in Redeco Fibers Private Limited.</p> <p>- Mr. Pankajbhai Becharbhai Bhimani is Executive Director of Angel Fibers Limited and holds 3,00,000 number of Equity Shares in Redeco Fibers Private Limited.</p>
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs.100 Crores in the F.Y. 2020 -21 with Redeco Fibers Private Limited.
5.	Nature materials terms and particulars of the Contracts/arrangements/	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	10(ten) years, starting from F.Y. 2020 -21
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

Except Mr. Rameshkumar Jivrajbhai Ranipa & Mr. Jitendrabhai Gopalbhai Raiyani & Mr. Rohankumar Jitendrabhai Raiyan i& Mr. Pankajbhai Becharbhai Bhimani and their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 4 of this Notice as Ordinary Resolution.

ITEM NO. 5

REVISION IN REMUNERATION PAYABLE TO MR. ROHANKUMAR JITENDRA RAIYANI (DIN: 08814726), MANAGING DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION

The Board of Directors of the Company, in their Meeting held on September 24, 2020, had appointed Mr. Rohankumar Jitendrabhai Raiyani (DIN: 08814726) as Managing Director of the Company for a period of 5 years w.e.f. September 25, 2020. The terms and conditions of appointment and remuneration of Mr. Rohankumar Jitendrabhai Raiyani (DIN: 08814726) as Managing Director of the Company was also approved by the Members of the Company in their Annual General Meeting held on September 24, 2020.

However, looking to the contributions made by Mr. Rohankumar Jitendrabhai Raiyani (DIN: 08814726) helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on September 2, 2021 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Rohankumar Jitendrabhai Raiyani (DIN: 08814726), Managing Director of the Company as set out in this explanatory statement with effect from October 1, 2021, subject to the approval of the Shareholders at this Annual General Meeting. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Rohankumar Jitendrabhai Raiyani (DIN: 08814726), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Rohankumar Jitendrabhai Raiyani (DIN: 08814726) is now being placed before the Members for their approval by way of Special Resolution.

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder

General Information:

Nature of Industry: The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

Date or expected date of commencement of commercial production: The Commercial Production/Processing in the month of July, 2015.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

Financial Highlights

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	136,31,32,643.00	1,41,94,48,680.00
Other income	3,51,94,071.00	2,72,28,918.00
Total revenue	139,83,26,661.00	1,44,66,77,597.00
EBITDA	22,47,10,489.00	3,70,05,156.00
Less:		
Finance Costs	5,99,25,657.00	5,43,37,723.00
Depreciation	11,54,60,989.00	13,58,98,303.00
Profit before tax, exceptional and extraordinary items	4,93,23,825.00	(15,32,30,869.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	4,93,23,825.00	(15,32,30,869.00)
Less: Taxes on income	2,00,14,054.00	(68,49,137.00)
Profit after tax	6,93,37,879.00	(14,63,81,732.00)
EPS – Basic	2.77	(5.86)
EPS – Diluted	2.77	(5.86)

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2021, total holding of Foreign Shareholders including Overseas Bodies Corporates was NIL Equity Shares.

Information about the appointee:

Background Details: Mr. Rohankumar Jitendrabhai Raiyani, aged 26 years, is the Managing Director of our Company. He has been on the Board of our Company since August 06, 2020. He completed his education from LAMBTON COLLAGE, TORONTO, CANADA and achieved degree in “advance project management and strategic leadership”. He is actively involved with administrative and financial management of the company

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Rohankumar Jitendrabhai Raiyani until revised further with other terms and conditions remaining unchanged as earlier decided between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Rohankumar Jitendrabhai Raiyani for the existing term as Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rohankumar Jitendrabhai Raiyani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the matter and the resolution set out under Item No. 5 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 6

REVISION IN REMUNERATION PAYABLE TO MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION

The Board of Directors of the Company, in their Meeting held on September 24, 2020, had appointed **Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)** as Chairman & Whole-time Director of the Company for a period of 5 years w.e.f. September 25, 2020. The terms and conditions of appointment and remuneration of **Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)** as Chairman & Whole-time Director of the Company was also approved by the Members of the Company in their Annual General Meeting held on September 24, 2020.

However, looking to the contributions made by **Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)** helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on September 2, 2021 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to **Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)**, Chairman & Whole-time Director of the Company as set out in this explanatory statement with effect from October 1, 2021, subject to the approval of the Shareholders at this Annual General Meeting. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) is now being placed before the Members for their approval by way of Special Resolution.

pliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr.Rohankumar Jitendrabhai Raiyaniuntil revised further with other terms and conditions remaining unchanged as earlier decided between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr.Rohankumar Jitendrabhai Raiyanifor the existing term as Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr.Rohankumar Jitendrabhai Raiyani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the matter and the resolution set out under Item No. 5 for the approval of the Members by way of passing Special Resolution(s).

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

Date or expected date of commencement of commercial production: The Commercial Production/Processing in the month of July, 2015.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Financial performance based on given indicators:

Financial Highlights

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	136,31,32,643.00	1,41,94,48,680.00
Other income	3,51,94,071.00	2,72,28,918.00
Total revenue	139,83,26,661.00	1,44,66,77,597.00
EBITDA	22,47,10,489.00	3,70,05,156.00
Less:		
Finance Costs	5,99,25,657.00	5,43,37,723.00
Depreciation	11,54,60,989.00	13,58,98,303.00
Profit before tax, exceptional and extraordinary items	4,93,23,825.00	(15,32,30,869.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	4,93,23,825.00	(15,32,30,869.00)
Less: Taxes on income	2,00,14,054.00	(68,49,137.00)
Profit after tax	6,93,37,879.00	(14,63,81,732.00)
EPS – Basic	2.77	(5.86)
EPS – Diluted	2.77	(5.86)

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2021, total holding of Foreign Shareholders including Overseas Bodies Corporates was NIL Equity Shares.

Information about the appointee:

Background Details: Mr. Rameshkumar Jivrajbhai Ranipa, aged 50 years, is Chairman & Whole-time Director of our Company. He has been on the Board of our Company since May08, 2020. He has wide knowledge of more than 25 years. He worked in varied fields like Agriculture co-operative society, automobile industry, ceramic industry, textile industry etc. Last year only he had takenover the company with one other acquirer an became promoter of the company. He is actively involved with administrative and financial management of the companyand his experience and knowledge provides strong vision to the company.

Past Remuneration: In the financial year 2020-21, Rameshkumar Jivrajbhai Ranipawasnot drawing any amount as remuneration as the company was in loss in the financial year 2019-20. The company was taken over in the year 2020-21 by Rameshkumar Jivrajbhai Ranipawith one another acquirerand became promoter of the company. Then after he was appointed as Chairman & Whole-time Director of the company and within the year itself by using his skills he converted the unit in profit making unit and pulled up the company towards the growth. In the last Annual General Meeting the remuneration was decided Rs. 100000(One Lacks), but none of the directors drew the fixed remuneration because our board decided that our first motive is to convert the company in profitable unit, then after all the directors will take their reward in form of remuneration.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Recognition or awards: Nil.

Job Profile and his suitability: Mr.Rameshkumar Jivrajbhai Ranipa started his carrier as a clerk in Agriculture co-operative society and serve to society for the period of 5 years but looking to available opportunity in business and dealership of Mahindra Tractor, one of the India's leading Tractor Manufacture he has started his first venture under the name Murlidhar Tractors in the year by 2001. Firm is running successfully since inception. To explore growing opportunity in Ceramic Sector he entered in the Ceramic business with family friends and relative under the name Redstone Granito Private Limited in the years 2010. In the year 2012 Government of Gujarat has declared Textile policy to promote textile industries in Gujarat and looking to available incentive for establishment of new unit, employment generation as well as opportunity in textile sector he has set up Spinning Unit under the name Sanvi Spinning Mill Private Limited in the year 2015. To further increase capacity in spinning industries he has acquire Angel Fibers Limited a stressed Spinning mill in the year 2020 and within period of one year as converted stressed and loss making mill unit in profit making. He is person with enthusiasm and sharp ability to take quick and rational decision.

Revised Terms and conditions of Remuneration:-

- Basic Salary up to Rs. 60,00,000/- per annum excluding perquisite mentioned hereunder for the existing term;
- Perquisites and Allowances.

Mr.Rameshkumar Jivrajbhai Ranipawill be paid remuneration including perquisites and allowances.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr.Rameshkumar Jivrajbhai Ranipa, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr.Rameshkumar Jivrajbhai Ranipahas pecuniary relationship to the extent he is Promoter – share holder of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr.Rameshkumar Jivrajbhai Ranipauntil revised further with other terms and conditions remaining unchanged as earlier decided between him and the Company.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

The Board of Directors is of the view that the revision in Remuneration payable to Mr.Rameshkumar Jivrajbhai Ranipa for the existing term as Chairman & Whole-time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr.Rameshkumar Jivrajbhai Ranipahimself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the matter and the resolution set out under Item No. 6 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 7

REVISION IN REMUNERATION PAYABLE TO MR. PANKAJ BECHARBHAJ BHIMANI (DIN: 08818741), WHOLE-TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The Board of Directors of the Company, in their Meeting held on September24, 2020, had appointed Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as Whole-time Director of the Company for a period of 5 years w.e.f. September25, 2020. The terms and conditions of appointment and remuneration of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as Whole-time Director of the Company was also approved by the Members of the Company in their Annual General Meeting held on September24, 2020.

However, looking to the contributions made by Mr. Pankaj Becharbhai Bhimani(DIN: 08818741) helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on September 2, 2021 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Pankaj Becharbhai Bhimani (DIN: 08818741), Whole-time Director of the Company as set out in this explanatory statement with effect from October 1, 2021, subject to the approval of the Shareholders at this Annual General Meeting. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) is now being placed before the Members for their approval by way of Special Resolution.

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

Date or expected date of commencement of commercial production: The Commercial Production/Processing in the month of July, 2015.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

Financial Highlights

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	136,31,32,643.00	1,41,94,48,680.00
Other income	3,51,94,071.00	2,72,28,918.00
Total revenue	139,83,26,661.00	1,44,66,77,597.00
EBITDA	22,47,10,489.00	3,70,05,156.00
Less:		
Finance Costs	5,99,25,657.00	5,43,37,723.00
Depreciation	11,54,60,989.00	13,58,98,303.00
Profit before tax, exceptional and extraordinary items	4,93,23,825.00	(15,32,30,869.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	4,93,23,825.00	(15,32,30,869.00)
Less: Taxes on income	2,00,14,054.00	(68,49,137.00)
Profit after tax	6,93,37,879.00	(14,63,81,732.00)
EPS – Basic	2.77	(5.86)
EPS – Diluted	2.77	(5.86)

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2021, total holding of Foreign Shareholders including Overseas Bodies Corporates was NIL Equity Shares.

Information about the appointee:

Background Details: Mr.PankajBecharbhai Bhimani, aged 39 years, is Whole-time Director of our Company. He has been on the Board of our Company since August 06, 2020. He has wide knowledge of more than 20 years. He is a partner in Murlidhar Tractors (partnership firm) since last 20 years and hence having wide experience in sales and market research. He is actively involved with production and marketing management of the company and his skills are very useful to the company.

Past Remuneration: In the financial year 2020-21, Pankaj Becharbhai Bhimani was not drawing any amount as remuneration as the company was in loss in the financial year 2019-20. In the last Annual General Meeting the remuneration was decided Rs. 100000(One Lacks), but none of the directors drew the fixed remuneration because our board decided that our first motive is to convert the company in profitable unit, then after all the directors will take their reward in form of remuneration

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Recognition or awards: Nil.

Job Profile and his suitability: Mr.Pankaj Becharbhai Bhimani started his carrier as a clerk in Agriculture co-operative society and serve to society for the period of 5 years but looking to available opportunity in business and dealership of Mahindra Tractor, one of the India's leading Tractor Manufacture he has started his first venture under the name Murlidhar Tractors in the year by 2001. Firm is running successfully since inception. To explore growing opportunity in Ceramic Sector he entered in the Ceramic business with family friends and relative under the name Redstone Granito Private Limited in the years 2010. In the year 2012 Government of Gujarat has declared Textile policy to promote textile industries in Gujarat and looking to available incentive for establishment of new unit, employment generation as well as opportunity in textile sector he has set up Spinning Unit under the name Sanvi Spinning Mill Private Limited in the year 2015. To further increase capacity in spinning industries he has acquire Angel Fibers Limited a stressed Spinning mill in the year 2020 and within period of one year as converted stressed and loss making mill unit in profit making. He is person with enthusiasm and sharp ability to take quick and rational decision.

Revised Terms and conditions of Remuneration:-

- Basic Salary up to Rs. 36,00,000/- per annum excluding perquisite mentioned hereunder for the existing term;
- Perquisites and Allowances.

Mr.PankajBecharbhai Bhimaniwill be paid remuneration including perquisites and allowances

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr.Pankaj Becharbhai Bhimani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr.Pankaj Becharbhai Bhimanihas pecuniary relationship to the extent he is relative of the directors of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr.Pankaj Becharbhai Bhimaniuntil revised further with other terms and conditions remaining unchanged as earlier decided between him and the Company.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

The Board of Directors is of the view that the revision in Remuneration payable to Mr.Pankaj Becharbhai Bhimani for the existing term as Whole-time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr.Pankaj Becharbhai Bhimani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the matter and the resolution set out under Item No. 7 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 8

REVISION IN REMUNERATION PAYABLE TO MR. JITENDRABHAI GOPALBHAI RAIYANI(DIN: 00284527),NON-EXECUTIVE DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION

The Board of Directors of the Company, in their Meeting held on September24, 2020, had appointed Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) as Non-executive Director of the Company for a period of 5 years w.e.f. September25, 2020. The terms and conditions of appointment and remuneration of Mr. Jitendrabhai Gopalbhai Raiyani(DIN: 00284527) as Non-executive Director of the Company was also approved by the Members of the Company in their Annual General Meeting held on September24, 2020.

However, looking to the contributions made by Mr.Jitendrabhai Gopalbhai Raiyani(DIN: 00284527) helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on September 2, 2021 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Jitendrabhai Gopalbhai Raiyani (DIN: 00284527), Non-executive Director of the Company as set out in this explanatory statement with effect from October 1, 2021, subject to the approval of the Shareholders at this Annual General Meeting. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Jitendrabhai Gopalbhai Raiyani(DIN: 00284527), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time

ANGEL FIBERS LIMITED
CIN: L17200GJ2014PLC078738
SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

Date or expected date of commencement of commercial production: The Commercial Production/Processing in the month of July, 2015.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

Financial Highlights

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	136,31,32,643.00	1,41,94,48,680.00
Other income	3,51,94,071.00	2,72,28,918.00
Total revenue	139,83,26,661.00	1,44,66,77,597.00
EBITDA	22,47,10,489.00	3,70,05,156.00
Less:		
Finance Costs	5,99,25,657.00	5,43,37,723.00
Depreciation	11,54,60,989.00	13,58,98,303.00
Profit before tax, exceptional and extraordinary items	4,93,23,825.00	(15,32,30,869.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	4,93,23,825.00	(15,32,30,869.00)
Less: Taxes on income	2,00,14,054.00	(68,49,137.00)
Profit after tax	6,93,37,879.00	(14,63,81,732.00)
EPS – Basic	2.77	(5.86)
EPS – Diluted	2.77	(5.86)

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2021, total holding of Foreign Shareholders including Overseas Bodies Corporates was NIL Equity Shares

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Information about the appointee:

Background Details: Mr. Jitendrabhai Gopalbhai Raiyani,

aged 52 years, is Non-executive Director of our Company. He has wide experience of more than 32 years. He worked in varied fields like Agriculture, chemical industry, solar industry, ceramic industry, textile industry etc. Last year only he had taken over the company with one other acquirer and became promoter of the company. He is indirectly involved with manufacturing and financial management of the company and his experience and knowledge provides massive growth to the company.

Past Remuneration

In the financial year 2020-21, Jitendrabhai Gopalbhai Raiyani was not drawing any amount as remuneration as the company was in loss in the financial year 2019-20.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Jitendrabhai Gopalbhai Raiyani started his career by starting a firm naming "Raiyani Brothres" which has distributorship of agro-chemical and pesticides in 1989. After getting experience of agro-chemicals, he started one venture naming Raison Bio-Tech Private Limited in the form of Private Limited Company for production of agro-chemicals and other agriculture related supplements. In the same edge of time he started another venture naming Redren Energy Private Limited, which relates quiet developing sector i.e. solar sector, currently Redren Energy Private Limited is manufacturing Solar water heaters and Solar Panels both and whose growth is increasing day by day as its huge market demand. Moreover recently he has acquired Angel Fibers Limited, a listed company in the year 2020 and within period of one year through their joint efforts and skills they converted stressed and loss making spinning mill unit in profit making. He has wide experience of 15 years in sales and marketing. As he was engaged in agricultural field in the initial stage of his career and base product of the company is agro product only, therefore this experience is much useful for company.

Revised Terms and conditions of Remuneration:-

- Basic Salary up to Rs. 12,00,000/- per annum excluding perquisite mentioned hereunder for the existing term;
- Perquisites and Allowances.

Mr. Jitendrabhai Gopalbhai Raiyani will be paid remuneration including perquisites and allowances.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Jitendrabhai Gopalbhai Raiyani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Jitendrabhai Gopalbhai Raiyani has pecuniary relationship to the extent he is promoter-share holder of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Jitendrabhai Gopalbhai Raiyani until revised further with other terms and conditions remaining unchanged as earlier decided between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Jitendrabhai Gopalbhai Raiyani for the existing term as Non-Executive Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Jitendrabhai Gopalbhai Raiyani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the matter and the resolution set out under Item No. 8 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 9

TO APPOINT MR. RUTVIKKUMAR PRABHUDAS BHENSDADIYA (DIN: 09306285) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Mr. Rutvikumar Prabhudas Bhensdadiya (DIN: 09306285) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on September 2, 2021 and with effect from 3rd September, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Rutvikumar Prabhudas Bhensdadiya (DIN: 09306285) will hold office up to the date of the ensuing AGM. Mr. Rutvikumar Prabhudas Bhensdadiya (DIN: 09306285) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on September 2, 2021, considered and recommended the appointment of Mr. Rutvikumar Prabhudas Bhensdadiya (DIN: 09306285) as a Non-Executive Independent Director of the Company to hold office up to 2nd September, 2026, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Rutvikumar Prabhudas Bhensdadiya (DIN: 09306285) fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the website of the Company, i.e. at www.angelfibers.com

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

A brief profile of Mr. Rutvikkumar Prabhudas Bhensdadiya, including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

The Company has received from Mr. Rutvikkumar Prabhudas Bhensdadiya (DIN: 09306285) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rutvikkumar Prabhudas Bhensdadiya, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 9 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 10

REGULARISATION OF ADDITIONAL DIRECTOR, MR. CHANDRAKANT BHIMJIBHAI GOPANI (DIN: 09306307) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on September 2, 2021 and with effect from 3rd September, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307) will hold office up to the date of the ensuing AGM. Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of Companies Act, 2013 and the Board of Directors has, at their respective meetings held on September 2, 2021, considered and recommended the appointment of Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307) as a Non-Executive Independent Director of the Company to hold office up to 3rd September, 2026, not liable to retire by rotations. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307), the Non-Executive Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A brief profile of Mr. Chandrakant Bhimjibhai Gopani, including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

The Company has received from Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Chandrakant Bhimjibhai Gopani, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 10 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 11

APPROVAL OF REMUNERATION OF COST AUDITOR: ORDINARY RESOLUTION

The Board on the recommendation of the Audit Committee has approved the appointment of M/s Manish Bhagvandas Analkat, Cost Auditor (FRN: 100261) at remuneration of Rs. 40,000/- plus taxes as applicable and reimbursement of out-of-pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company; accordingly consent of the members is sought.

The Directors recommends the resolution for member's approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the matter and the resolution set out under Item No. 11 for the approval of the Members by way of passing Ordinary Resolution(s).

ITEM NO. 12

CONTRIBUTION TO CHARITABLE AND OTHER FUNDS: ORDINARY RESOLUTION

Your Company would like to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors (or Committee thereof) of the Company to make contributions in any financial year for a total amount of upto Rs. 20 lakhs (Rupees Twenty Lakhs).

Memorandum of Concern or Interest:

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the matter and the resolution set out under Item No. 12 for the approval of the Members by way of passing Ordinary Resolution(s).

Date: 02.09.2021

Place: Haripar, Jamnagar

Angel Fibers Limited

Mr.Rohankumar Raiyani
(DIN :08814726)

Mr.Rameshkumar Ranipa
(DIN :03339532)

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

ANNEXURE TO THE NOTICE DATED SEPTEMBER 02, 2021

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are as follows:

Name of Director	Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)
Date of Birth	April 21, 1971
Date of Initial Appointment	May 08, 2020
Date of Appointment (at current term)	Appointed cum re-designated as Whole -Time Director and Chairman in the Annual General Meeting held on 24 th September, 2020.
Educational Qualifications	S.S.C
Expertise in specific functional areas - Job profile and suitability	He is a director in three private limited company, two of which is also a spinning mill and he is having expertise in the field of marketing and management.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	1. Sanvi Spinning Mill Private Limited CIN - U17291GJ2015PTC082662 2. Redstone Granito Private Limited CIN - U26914GJ2010PTC063247 3. Redeco Fibers Private Limited CIN - U17299GJ2020PTC118191
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	1,47,82,700 equity shares
Inter-se Relationship with other Directors	Mr. Rameshkumar Jivrajbhai Ranipa is father-in-law of Mr. Rohankumar Raiyani

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT-361112

Name of Director	Mr. Rutvikumar Prabhudas Bhensdadiya(DIN: 09306285)
Date of Birth	May 06, 1993
Date of Initial Appointment	September 02, 2021
Date of Appointment (at current term)	Proposed for regulariazation cum Appointment as Independent Director in the ensuing Annual General Meeting.
Educational Qualifications	B.E. chemical
Expertise in specific functional areas - Job profile and suitability	Mr. Rutvikumar Prabhudas Bhensdadiya has hotel business and therefore he has skill of staff and general management. He has also knowledge in engineering field as he completed B.E. chemical in the year 2014.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil
Name of Director	Mr. Chandrakant Bhimjibhai Gopani (DIN: 09306307)
Date of Birth	January 01, 1974
Date of Initial Appointment	September 02, 2021
Date of Appointment (at current term)	Proposed for regulariazation cum Appointment as Independent Director in the ensuing Annual General Meeting.
Educational Qualifications	H.S.C
Expertise in specific functional areas - Job profile and suitability	Mr. Chandrakant Bhimjibhai Gopani has dealership of Mahindra Tractors in Junagadh since 2002, Hence he has wide experience of Marketing, which might be useful to the company.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by presenting their 08th Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2021.

1.PERFORMANCE HIGHLIGHTS (STANDALONE)

Your Company has performed during the reporting period as follows:

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	136,31,32,643.00	1,41,94,48,680.00
Other income	3,51,94,071.00	2,72,28,918.00
Total revenue	139,83,26,661.00	1,44,66,77,597.00
EBITDA	22,47,10,489.00	3,70,05,156.00
Less:		
Finance Costs	5,99,25,657.00	5,43,37,723.00
Depreciation	11,54,60,989.00	13,58,98,303.00
Profit before tax, exceptional and extraordinary items	4,93,23,825.00	(15,32,30,869.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	4,93,23,825.00	(15,32,30,869.00)
Less: Taxes on income	2,00,14,054.00	(68,49,137.00)
Profit after tax	6,93,37,879.00	(14,63,81,732.00)
EPS – Basic	2.77	(5.86)
EPS – Diluted	2.77	(5.86)

Note: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure

Company's Performance

The Total Income from Operations (net) of the Company for the year under review is Rs.136,31,32,643 as compared to Rs.1,41,94,48,680 in the previous year. Reduction in Income from Operations (net) is due to covid-19 lockdown, however this year company converted in profit making unit from loss making unit. Profit for the year stood at Rs.6,93,37,879 as compared to loss of Rs.14,63,81,732 in the previous year

2.TRANSFER TO RESERVES

The Company has not transferred any amounts to Reserves during the period under review

3. SHARE CAPITAL

The Company has not transferred any amounts to Reserves during the period under review

Authorised Share Capital

The Authorised Share Capital of the Company as at 31st March, 2021 is Rs. 25,00,00,000.00 consists of 2,50,00,000 equity shares of Rs.10 each.

There is no change in the share capital of the Company during the period under review

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

4.DIVIDEND

For the Financial Year 2020-21, to recover losses of earlier years, the Board of Directors not recommending dividend to shareholders.

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

(Pursuant to Section 134 (3) (m) of the Companies (Accounts) Rules, 2014 and rules made there under)

A.Conservation of energy

- i.) The steps taken or impact on conservation of energy: The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.
- ii.) The steps taken by the Company for utilizing alternate sources of energy: The Company has not taken any step for utilizing alternate sources of energy.
- iii.) The capital investment on energy conservation equipment: During the year under review, Company has not incurred any capital investment on energy conservation equipment.

B.Technology absorption –

- i.) The effort made towards technology absorption: The Company has not imported any technology and hence there is nothing to be reported here.
- ii.) The benefit derived like product improvement, cost reduction, product development or import substitution: None
- iii.) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –
 - a. The details of technology imported: None
 - b. The year of import: None
 - c. Whether the technology has been fully absorbed: None
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None
- iv.) The expenditure incurred on Research and Development: During the year under review, the Company has not incurred any Expenditure on Research and Development

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

C.Foreign Exchange Earnings & Expenditure:

i.) Details of Foreign Exchange Earnings:

Sr. No.	Particulars	F.Y. 2020 -21	F.Y. 2019 -20
1.	Foreign Exchange Earnings	-	-

ii.) Details of Foreign Exchange Expenditure:

Sr. No.	Particulars	F.Y. 2020 -21	F.Y. 2019 -20
1.	Foreign Exchange Expenditure	-	-

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company does not have any subsidiaries, joint ventures or associates in the period under review.

7. SIGNIFICANT EVENTS AFTER BALANCE SHEET DATE

There has been no significant events occurred after preparation of the balance sheet.

8. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company in the period under review

9. CHANGE IN THE REGISTERED OFFICE

During the year, Company shifted its registered office of the Company from Shivalik - 2, Shop No. 6, Nr. Pushkardham Temple, University Road, Rajkot, Gujarat- 360005 to Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112 pursuant to approval of shareholders through Special Resolution in the previous Annual General Meeting held on September 24, 2020.

10. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Constitution of Board:

As on the date of this report, the Board comprises of following Directors;

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Directorship?	No. of Committee ¹		No. of Shares held as on March 31, 2021
					in which Director is Member	in which Director is Chairman	
Mr. Rameshkumar Jivrajbhai Ranipa	Executive Director & Chairman	May 08, 2020	September 24, 2020	4	-	-	1,47,82,700 Equity Shares of Rs.10 each
Mr. Jitendrabhai Gopalbhai Raiyani	Non-Executive Director	June 08, 2020	September 24, 2020	4	2	2	36,95,680 Equity Shares of Rs.10 each
Mr. Pankajbhai Becharbhai Bhimani	Executive Director	June 08, 2020	September 24, 2020	1	-	-	NIL
Mr. Rohankumar Jitendrabhai Raiyani	Managing Director	June 08, 2020	September 24, 2020	1	-	-	NIL
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	July 29, 2020	September 24, 2020	1	2	2	NIL
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	July 30, 2020	September 24, 2020	1	2	2	NIL

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

- 1 Committee includes Audit Committee and Stakeholder's Relationship Committee across all Public Companies.
- 2 Excluding LLPs, Section 8 Company & Struck Off Companies.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 8 listed entities nor any of the Director of the Company serve as an Independent Director in more than 7 listed entities.

11. DISCLOSURE BY DIRECTORS

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

12. DEPOSITS

The Company has not accepted any deposits in the period under review.

13. AUDITORS' QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS IN THE AUDITORS' REPORT

The Auditors Report contains unmodified opinion on the financial statements for the period ended March 31, 2021. The statements made by the Auditors in their Report are self-explanatory and do not call for any further comments.

14. CORPORATE SOCIAL RESPONSIBILITY

As the Company does not fall under the criteria as mentioned under Section 135 of the Companies Act, 2013, the provisions of Corporate Social Responsibility do not apply to the Company.

However Corporate Social Responsibility(CSR) gets applicable for FY 2021-22 as Net Profit of Company crosses Threshold as per Audited Balance Sheet as on March 31, 2021. We have constituted CSR Committee in Board meeting held on 05TH July, 2021. Further Board of Directors have approved CSR Policy recommended by CSR Committee.

CSR Committee is formulated to recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company and Committee shall monitor the CSR policy of the Company from time to time.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

15.ANNUAL RETURN

The Annual Return of the Company as on March 31, 2021 is available on the Company's website and can be accessed at <http://www.angelfibers.com/investor.php>

16. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 13 Board meetings were convened and held, details of which are as follows:

Sr. No.	Date of Board meeting	No. of Directors entitled to attend the meeting	No. of Directors present
01	08-May-2020		
02	09-May-2020	06	06
03	14-Jul-2020	06	06
04	17-Jul-2020	06	06
05	18-Jul-2020	06	06
06	27-Jul-2020	06	06
07	6-Aug-2020	09	09
08	31-Aug-2020	12	12
09	23-Oct-2020	12	12
10	13-Nov-2020	12	12
11	20-Nov-2020	09	09
12	28-Dec-2020	06	06
13	12-Jan-2021	06	06
14	4-Mar-2021	06	06

Name of Director	Number of Board Meeting held	Number of Board Meetings Eligible to attend	Number of Board Meeting attended	Presence at the previous AGM of F.Y. 2019-2020
Ashokbhai Mavjibhai Dudhagara	13	09	09	YES
Prafulaben Ashokbha iDudhagara	13	09	09	YES
Ankurbhai Bakuleshbha iJani	13	09	09	YES
Niravbha iBhupatbhai Baldha	13	10	10	YES
Ketanbhai Ramnikbhai Vadaliya	13	10	10	YES
Rameshkumar Jivrajbhai Ranipa	13	13	13	YES
MeramanBhimsibhaiBhatu	13	05	05	YES
Hiteshkumar Chhaganbhai Chaniyara	13	08	08	YES
Jyoti Jashvantray Kataria	13	08	08	YES
Jitendrabhai Gopalbhai Raiyani	13	07	07	YES
Pankajbhai Becharbhai Bhimani	13	07	07	YES
Rohankumar Jitendrabhai Raiyani	13	07	07	YES

18. GENERAL MEETINGS

During the year under review, only one meeting of members was held and that was Annual General Meetings on 24th September,2020.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

19. INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the Act. A separate meeting of Independent Directors was held on 04TH March, 2021 to review the performance of Non-Independent Directors and Board as whole and performance of chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

20. INFORMATION ON DIRECTORATE

In accordance with the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr.Rameshkumar Jivrajbhai Ranipa(DIN: 03339532) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

There were some new appointments and resignations in Board of Directors of the Company during the period due to open offer made by Mr.Jitendra G. Raiyani and Mr. Ramesh J. Ranipa (“Acquirers”) pursuant to Regulation no. 3(1) and 4 of SEBI (SAST) Regulations, 2011,after the end of FY 2019-20, following changes took place in the Board Structure of Company:-

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Date of cessation
Mr. Rameshkumar Jivrajbhai Ranipa	Executive Director& Chairman	May 08, 2020	September 24, 2020	
Mr. Jitendrabhai Gopalbhai Raiyani	Non-Executive Director	June 08, 2020	September 24, 2020	
Mr. Pankajbhai Becharbhai Bhimani	Executive Director	June 08, 2020	September 24, 2020	
Mr. Rohankumar Jitendrabhai Raiyani	Managing Director	June 08, 2020	September 24, 2020	
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	July 29,2020	September 24, 2020	
Mr. MeramanBhimsibhaiBhatu	Non-Executive Independent Director	July 29,2020	September 24, 2020	November 25, 2020
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	July 30,2020	September 24, 2020	
Mr. AshokbhaiMavjibhaiDudhagara	Managing Director	February 14, 2014	December 28, 2017	November 20, 2020
Ms. PrafulabenAshokbhaiDudhagara	Executive Director	October 24, 2017	October 24, 2017	November 20, 2020
Mr. AnkurbhaiBakuleshbhaiJani	Non-Executive Director	November 29, 2017	January 3, 2018	November 20, 2020
Mr. NiravbhaiBhupatbhaiBaldha	Non-Executive Independent Director	December 14, 2017	January 3, 2018	November 30, 2020
Mr. KetanbhaiRamnikbhaiVadaliya	Non-Executive Independent Director	January 02,2018	January 03,2018	November 28, 2020

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

21. DETAILS OF KEY MANAGERIAL PERSONNEL

During the financial year under review, there were following changes that took place in the KMP.

During financial year (2020-2021) Mr. Paraskumar Chovatiya, CFO of the company, had tendered his resignation due to personal reasons w.e.f 14th July, 2020 and Mr. Ashish Dhirajbhai Desai was appointed as Chief Financial Officer w.e.f 17th July, 2020.

2) Mr. Ashokbhai Mavjibhai Dudhagara tendered his resignation from the post of Managing Director on November 20, 2020 as he was entered into share Purchase Agreement ("SPA") with Mr. Rameshkumar J. Ranipa and Mr. Jitendra G. Raiyani ("Acquirers") on March 17, 2020 and Mr. Rohankumar Jitendrabhai Raiyani was appointed as Managing Director on September 24, 2020.

22. PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance board committees and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed meaningful and constructive contribution and inputs in meetings etc. In addition, the chairman was also evaluated on the key aspects of his role.

23. COMMITTEES OF BOARD

The Board of Directors in line with the requirement of the act has formed various committees, the detailed terms of reference of the Committee is available on the website of the Company at www.angelfibers.com.

A. Audit Committee:

The Audit Committee of the Board of Directors was initially constituted on 04.01.2018. It was re-constituted during the Financial Year on 28.12.2020. During the year under review, the Audit Committee met 6 (Six) times during the Financial Year 2019-20, on 17-07-2020, 18-07-2020, 31-08-2020, 13-11-2020, 28-12-2020 and on 04-03-2021.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2020-21		
			Held	Eligible to attend	Attended
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	Chairperson	6	4	4
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Member	6	4	4
Mr. AnkuBakuleshJani	Non-executive Director	Member	6	4	4
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson w.e.f. 28-12-20	6	2	2
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member w.e.f. 28-12-20	6	2	2
Mr. Jitendrabhai Gopalbhai Raiyani	Non-executive Director	Member w.e.f. 28-12-20	6	2	2

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Further, the Company Secretary of the Company is acting as Company Secretary to the Audit Committee.

Recommendations of Audit Committee wherever/whenever given have been accepted by the Board.

Other information

Executives from Accounts, Finance and Secretarial Departments and representatives of Statutory and Internal Auditors attend Audit Committee Meetings as and when required.

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company held on 24.09.2020.

Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.angelfibers.com.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

B.Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee had duly formed mainly to focus on the redressal of Shareholders' / Investors' Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The terms of reference of the Committee is available on the website of the Company at www.angelfibers.com. During the year SRC was re-constituted on 28.12.2020.

During the year under review, Stakeholder's Relationship Committee met 4 (Four) times on 09-06-2020, 06-08-2020, 13-11-2020 and on 04-03-2021. The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2020-21		
			Held	Eligible to attend	Attended
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	Chairperson	4	3	3
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Member	4	3	3
Mr. AnkurBakuleshJani	Non-executive Director	Member	4	3	3
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson w.e.f. 28-12-20	4	1	1
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member w.e.f. 28-12-20	4	1	1
Mr. Jitendrabhai Gopalbhai Raiyani	Non-executive Director	Member w.e.f. 28-12-20	4	1	1

During the year under review, the Company had not received any complaint.

C. Nomination and Remuneration Committee

The Nomination and Remuneration committee had duly formed in line with the provisions of Section 178 of the Companies Act 2013. The Nomination and Remuneration Committee of the Board of Directors was initially constituted on 04.01.2018. It was re-constituted during the Financial Year on 28.12.2020. The detailed terms of reference of the Committee is available on the website of the Company at www.angelfibers.com.

During the year under review Nomination and Remuneration Committee met 05 (Five) times on 17-07-2020, 27-07-2020, 06-08-2020, 31-08-2020 and on 04-03-2020. The composition of the Committee and the details of meetings attended by its members are given below:

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2020-21		
			Hel d	Eligible to attend	Attended
Mr. Nirav Bhupatbhai Baldha	Non-Executive Independent Director	Chairperson	5	4	4
Mr. Ketanbhai Vadaliya	Non-Executive Independent Director	Member	5	4	4
Mr. Ankur Bakulesh Jani	Non-executive Director	Member	5	4	4
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson w.e.f. 28-12-20	5	1	1
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member w.e.f. 28-12-20	5	1	1
Mr. Jitendrabhai Gopalbhai Raiyani	Non-executive Director	Member w.e.f. 28-12-20	5	1	1

D. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board was formed on 19th May, 2021 and the Committee consists of three Directors which are as follows.

The detailed terms of reference of the Committee is available on the website of the Company at angelfibers.com

24. NOMINATION AND REMUNERATION POLICY

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors. The Board has also formulated a Policy relating to remuneration of Directors, members of Senior Management and Key Managerial Personnel. The policy is placed on the website of the company at www.angelfibers.com

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loan given, investments made, guarantees given and securities provided covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013. There were no contracts, arrangements or transactions which was executed not in ordinary course of business and/or at arm's length basis. Further, there were no related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. There were no Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in FormAOC-2 is not applicable.

Members may refer to the notes to the accounts for details of related party transactions entered as per Indian Accounting Standard – 24. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013 and the Rules thereunder.

In line with the requirements of the Companies Act, 2013 and the Listing Regulations, your Company has formulated a Policy on Related Party Transactions. The Policy on Materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link:www.angelfibers.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

27. MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of remuneration of each director to the median remuneration of employees for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

Sr. No	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase
1.	Mr. Ashokbhai M. Dudhagra	Chairman & Managing Director	Remuneration	-	Not Applicable
2.	Ms. Prafulaben A Dudhagara	Executive Director	Remuneration	-	Not Applicable
3.	Mr. AnkurBakuleshJani	Non-Executive Director	Sitting Fees	-	Not Applicable
4.	Mr. NiravBhupatbhaiBaldha	Non-Executive Independent Director	Sitting Fees	-	Not Applicable
5.	Mr. KetanbhaiVadaliya	Non-Executive Independent Director	Sitting Fees	-	Not Applicable
6.	Ms. ReenaKanabar	Company Secretary & Compliance Officer	Remuneration	1:0.90	No Change
7.	Mr.ParaskumarChovatiya	Chief Financial Officer	Remuneration	-	No Change
8.	Mr. Ashish D Desai	Chief Financial Officer	Remuneration	-	Not Applicable
9.	Mr. RameshkumarJRanipa	Executive Director& Chairman	Remuneration	-	Not Applicable
10.	Mr. JitendrabhaiGRaiyani	Non-Executive Director	Sitting Fees	-	Not Applicable
11.	Mr. PankajbhaiBBhimani	Executive Director	Remuneration	-	Not Applicable
12.	Mr. RohankumarJRaiyani	Managing Director	Remuneration	-	Not Applicable
13.	Mr. HiteshkumarCChaniyara	Non-Executive Independent Director	Sitting Fees	-	Not Applicable
14.	Mr. MeramanBBhatu	Non-Executive Independent Director	Sitting Fees	-	Not Applicable
15.	Ms. JyotiJKataria	Non-Executive Independent Director	Sitting Fees	-	Not Applicable

* During the year under review, all the directors didn't draw any amount as remuneration as the company occurred loss in preceding financial year. Hence, the ratio of remuneration of all Directors to the median remuneration of employees are not disclosed or compared.

**Only those employees who were in employment for 4 to 6 months are taken into consideration as a reason that most employees were changed in last financial year due to change in management of the company.Hence, ratio is calculated on 6 months basis.

b) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in current financial year was decrease by 01.03% over the previous financial year.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

c) The number of permanent employees on the rolls of the Company:

:25 permanent Employees as on March 31, 2021.

d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Average salary of employees is increase by 34.09%. None of the directors of the company drew salary in the financial year as company was in loss.

28. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013

29. SUBSIDIARIES ASSOCIATES AND JOINT VENTURE OF THE COMPANY

The company does not have any Subsidiary, Associate or Joint Venture.

30. MATERIAL CHANGES AND COMMITMENT DURING THE YEAR UNDER REVIEW

There was one material change during the year under review that is our earlier Promoters and Directors Mr. Ashok MavjibhaiDudhagara and Mrs. Prafulaben Ashokbhai Dudhagara ("Sellers") had entered into Share Purchase Agreement ("SPA") with Mr. Rameshkumar J. Ranipa and Mr. Jitendra G. Raiyani ("Acquirers") on March 17, 2020 for selling their 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares ("Sale Shares") of face value of Rs. 10.00 each which constitutes 56.47% of the issued, paid up and subscribed equity share capital of Angel Fibers Limited, for an aggregate consideration of Rs.12,70,68,120 (Twelve Crores Seventy Lakhs Sixty Eight Thousand One Hundred and Twenty Only), i.e. Rs. 9 (Rupees Nine Only) per Equity Share ("Negotiated Price").

Due to aforesaid SPA, an open offer was given by Acquirers under Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 for substantial acquisition of shares/voting rights accompanied with change in control. An open offer was given by the Acquirers to the shareholders of Angel Fibers Limited to acquire upto 65,00,000 Equity Shares constituting 26% of Equity Share Capital/Voting Capital of Angel Fibers Limited at a price of Rs. 9 per Equity Share. The open Offer was opened on June 3, 2020 and closed June 16, 2020. In Open offer 43,59,700 Equity Shares constituting 17.44% of Equity Share Capital/Voting Capital of Angel Fibers Limited were tendered by the shareholders of Angel Fibers Limited and for which the Acquirers paid total Rs.3,92,37,300 (Three Crores NinetyTwo Lakhs Thirty Seven Thousand Three Hundred) for acquisition of 43,59,700 Equity Shares on June 25, 2020.

31. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR

There are no Material Changes that took place from the end of Financial Year till the date of this report

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

32. INSURANCE

The assets of your Company have been adequately insured.

33.SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and the Company's operations in future.

34. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment free from harassment of any nature we have framed Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review there were no incidences of sexual harassment reported.

35. COMPLIANCE WITH THE SECRETARIAL STANDARDS OF ICSI

The company is in compliance with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.

36. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate and efficient internal and external control system, which provides protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions. The internal control systems are further supplemented by internal audits carried out by the respective Internal Auditors of the Company and Periodical review by the management. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorised, correctly reported and assets are safeguarded

PUBLIC DEPOSIT:

The company has not accepted any deposits from the public. Hence the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act 2013 or any other relevant provisions of the Act and the Rules there under are not applicable

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

37. CORPORATE GOVERNANCE

Integrity and transparency are key factors to our corporate governance practices to ensure that we achieve and will retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on BSE SME Platform of Bombay Stock Exchange Limited (BSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C D and E of Schedule V are not applicable to the company. Hence Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices

38.MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as Annexure - B.

39.RISK MANAGEMENT POLICY

The Company has a robust Risk Management framework to identify measure and mitigate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

40.DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors state that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2021, the applicable accounting standards have been followed with no material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for 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 preventing and detecting fraud and other irregularities;

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

41. STATUTORY AUDITORS

The Company's auditors M/s. H. B. Kalaria & Associates (firm registration number 104571W) have completed 5 years as Statutory Auditors of the Company.

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company has appointed them for a period of 5 years from conclusion of Annual General Meeting of the year 2015 - 2016 till the conclusion of Annual General Meeting of the year 2020-2021. Since their maximum term is completed at this AGM, Board of Directors and Audit Committee recommends appointment of M/s K P B & Associates, Chartered Accountants (FRN: 0114814W) as Statutory Auditors for FY 2021-22.

Company has approached to appoint M/s K P B & Associates, Chartered Accountants (FRN: 0114814W) as Statutory Auditors for one year upto the 09th AGM to be held in the Calendar year 2022.

M/s K P B & Associates, Chartered Accountants have confirmed that they hold valid certificate issued by the Peer Review Board of the ICAI.

The proposed Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company as well as declaring that they have not taken up any prohibited non-audit assignments for the Company

42. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed M/s SCS and Company LLP, Practicing Company Secretaries as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed to the Board's Report and forms an integral part of this Report as ANNEXURE-A. There have been few common annotations reported by the above Secretarial Auditors in their Report with respect to:

1. Company has not filed FLA Return for Foreign Direct Investment/Foreign Portfolio Investment under FEMA Act, 1999.
2. Company has made contributions to Bona Fide and Charitable Funds of amount of Rs. 3,03,000 which is aggregating to more than five per cent of its average net profits for the three immediately preceding financial years without approval of Shareholders in general meeting as per section 181 of Companies Act, 2013.

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

The Board of Directors states that :- 1) Company has already requested RBI to allow and enable the company for filling FLA returns for the respective period. 2) Company has contributed mere Rs. 3,03,000 to "Shri Ram Janmbhoomi Teerth Kshetra Trust" for construction of Ram Mandir and to BAPS Swaminarayan Sanstha. Although the company was in loss in the F.Y. 2019-20, but such contribution was initiated towards bonafide and charitable funds by the Company on knowing the financial position of the company which stand to profitable situation as per the management estimates. Moreover, the company profit after tax for the year ended March 31, 2021 stands to Rs. 69,337,879.

43. COST AUDIT

The Company has appointed M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) as cost auditor for conducting the cost audit in respect of the products manufactured by the Company as per the provisions of Section 148 of the Companies Act, 2013 for the period under review.

Further, the Board of Directors at their meeting held on August 31, 2020, appointed M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) for auditing the cost records of your Company for the year ended March 31, 2021 and taken approval of shareholders in the 7th Annual General Meeting held on 24th September, 2020

44. WEBSITE

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely "www.angelfibers.com" containing basic information about the Company. The website of the Company is containing information like Policies, Shareholding Pattern, Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

45. GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules 2014 and other applicable provisions of the act and listing regulations to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

ANGEL FIBERS LIMITED

CIN: L17200GJ2014PLC078738

Regd. Office: Survey No.100/1,Plot No.1,Haripar,Jamnagar,Gujarat-361112

46.Acknowledgements

We take this opportunity to thank the employees for their dedicated service and contribution to the Company.

We also thank our banks, business associates and our shareholders for their continued support to the Company.

Date: 02.09.2021

For and on Behalf of the Board of Directors,

Place: Haripar, Jamanagar

ANGEL FIBERS LIMITED

Mr.RohankumarRaiyani
(DIN :08814726)

Mr.RameshkumarRanipa
(DIN :03339532)

SECRETARIAL AUDIT REPORT**Form No. MR-3**

For the financial year ended March 31, 2021

[Pursuant to section 204(i) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

ANGEL FIBERS LIMITED

Survey No.100/1, Plot No.1,

Haripar – Jamnagar – 361112

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Angel Fibers Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes 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 F.Y. ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- i. The Companies Act, 2013 (‘the Act’) and the rules made there under as applicable;
- ii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’);

SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091

Regd. Office:- 415, Pushpam Complex, Nr. Bank Of Baroda, Opp. Seema Hall, Satellite, Ahmedabad-380015

T: 079-40051702, Email:-scsandcollp@gmail.com, website:www.scsandcollp.com

vi. Revised Secretarial Standards issued by the Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above except:-

1. Company has not filed FLA Return for Foreign Direct Investment/Foreign Portfolio Investment under FEMA Act, 1999.

2. Company has made contributions to Bona Fide and Charitable Funds of amount of Rs. 3,03,000 which is aggregating to more than five per cent of its average net profits for the three immediately preceding financial years without approval of Shareholders in general meeting as per section 181 of Companies Act, 2013.

The Management has identified and confirmed the laws as being specifically applicable and general acts applicable to the Company and as list out in the Annexure I. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said major specific and general acts/rules.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; - The Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Bigshare Services Private Limited as Registrar & Share Transfer Agent in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

vi. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and

vii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

viii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings.

We further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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 Companies Act, 2013 and rules made thereunder.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

All decisions of the Board and Committees were carried with requisite majority.

We further report that-

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

We further report that-

During the audit period:-

Company's Promoter and Directors Mr. Ashok Mavjibha Dudhagara and Mrs. Prafulaben Ashokbhai Dudhagara ("Sellers") had entered into Share Purchase Agreement ("SPA") with Mr. Rameshkumar J. Ranipa and Mr. Jitendra G. Raiyani ("Acquirers") on March 17, 2020 for selling their 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares ("Sale Shares") of face value of Rs. 10.00 each which constitutes 56.47% of the issued, paid up and subscribed equity share capital of Angel Fibers Limited (including 53,04,840 Equity Shares constituting 21.22% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – Bank and 51,25,000 Equity Shares constituting 20.50% of the issued, paid up and subscribed equity share capital of the Angel Fibers Limited are Lock-In upto March 7, 2021), for an aggregate consideration of Rs. 12,70,68,120 (Twelve Crores Seventy Lakhs Sixty Eight Thousand One Hundred and Twenty Only), i.e. Rs. 9 (Rupees Nine Only) per Equity Share ("Negotiated Price").

Due to aforesaid SPA, an open offer was given by Acquirers under Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 for substantial acquisition of shares/voting rights accompanied with change in control. An open offer was given by the Acquirers to the shareholders of Angel Fibers Limited to acquire upto 65,00,000 Equity Shares constituting 26% of Equity Share Capital/Voting Capital of Angel Fibers Limited at a price of Rs. 9 per Equity Share. The open Offer was opened on June 3, 2020 and closed June 16, 2020. In Open offer 43,59,700 Equity Shares constituting 17.44% of Equity Share Capital/Voting Capital Of Angel Fibers Limited were tendered by the shareholders of Angel Fibers Limited and for which the Acquirers paid total Rs.3,92,37,300 (Three Crores Ninety Two Lakhs Thirty Seven Thousand Three Hundred) for acquisition of 43,59,700 Equity Shares on June 25, 2020.

Under the SPA, Acquirers has already acquired 88,13,840 Equity Shares constituting 35.26% (including 51,25,000 Lock In Shares) constituting 35.26% of capital of Angel Fibers Limited from the Sellers. The remaining 53,04,840 Equity Shares constituting 21.22% of total Equity Share Capital/Voting Capital of Angel Fibers Limited are pledged by sellers with the Bank, which are under process of transferring to Acquirers as per the terms stipulated in the SPA. (The payment for such 53,04,840 Equity Shares constituting 21.22% of Angel Fibers Limited are also paid by the Acquirers to the Sellers).

During the open offer, the Acquirers appointed Mr. Ramesh G. Ranipa on the Board of Angel Fibers Limited on May 8, 2020.

The Acquirers acquired the control over the Target Company and the Acquirers became the promoters of the Target Company upon compliance with the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Further Sellers have resigned from the position of Directors w.e.f November 20, 2020 and made Request for Re-Classification from Promoter and Promoter Category to Public Category as per Regulation 31 A of SEBI LODR Regulations and on re-classification request received, Board has made application to BSE Limited for Re-Classification of Mr. Ashok Mavjibhai Dudhagara and Mrs. Prafulaben Ashokbhai Dudhagara from Promoter and Promoter Group to Public Category and the above request is pending for Approval with BSE Limited..

Place: Ahmedabad
Date: September 2, 2021

For SCS and Co. LLP
Company Secretaries
ICSI Unique Code:-L2020GJ008700

SD/-
Anjali Sangtani
Partner
ACS No.: 41942 C P No.: 23630
UDIN:A041942C000876072

Note: This Report is to be read with Annexure - I and our letter of even date which is annexed as Annexure - II and both Annexures form integral part of this report.

**List of major Specific and General Acts/
Rules applicable to the Company****Annexure - I**

- i. The Gujarat Textile Policy, 2012
- ii. The Cotton Control Order, 1986 ("Cotton Order")
- iii. The Indian Boilers Act 1923
- iv. The Employees' State Insurance Act, 1948
- v. The Child Labor Law (Prohibition & Regulation) Act, 1986
- vi. The Equal Remuneration Act, 1976
- vii. The Industrial Disputes Act, 1947
- viii. The Industrial Employment (Standing Orders) Act, 1946
- ix. The Labor Laws (Exemption from furnishing returns and maintaining registers by certain establishments) Act, 1988
- x. The Maternity Benefit Act, 1961
- xi. The Minimum Wages Act, 1948
- xii. The Payment of Bonus Act, 1965
- xiii. The Payment of Wages Act, 1936
- xiv. The Employers Liability Act, 1938
- xv. The Factories Act, 1948
- xvi. The Personal Injuries (Compensation Insurance) Act, 1963
- xvii. The Personal Injuries (Emergency provisions) Act, 1962
- xviii. The Trade Unions Act, 1926
- xix. The Workmen's Compensation Act, 1923
- xx. The Competition Act, 2002
- xxi. The Negotiable Instruments Act, 1881
- xxii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- xxiii. The Water (Prevention and Control of Pollution) Act, 1974
- xxiv. The Air (Prevention and Control of Pollution) Act, 1981
- xxv. The Income Tax Act, 1961
- xxvi. The Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under.

Annexure - II

To,

The Members,

ANGEL FIBERS LIMITED

Survey No.100/1, Plot No.1,

Haripar - Jamnagar - 361112

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

1. Maintenance of secretarial records 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed by us 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. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad

Date: September 2, 2021

For SCS and Co. LLP

Company Secretaries

ICSI Unique Code:- L2020GJ008700

SD/-

Anjali Sangtani

Partner

ACS No.: 41942

C P No.: 23630

UDIN:A041942C000876072

ANNEXURE B

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY'S BUSINESS

The Company's principal line of business is manufacturing of Cotton Yarn, The Company has spinning units near Rajkot, Gujarat with an installed capacity of 39648 spindles. Company has setup 2 spinning units, out of which capacity of 1st unit is of 19584 spindles and 2nd unit is of 20064 spindles.

OVERALL REVIEW

The overall profitability of the Company during the year under review, is much better as compared to the previous year. By this year only company converted into profit making unit from loss making unit.

Moreover, as you are aware, the Board of Directors of the Company, entered into share purchase agreement on 17th march, 2020, for which purpose letter of offer was filed on 26th may, 2020 and the open offer was started on 3rd June, 2020 and closed on 16th June, 2020. All the shares offered by the public shareholders was accepted and consideration was paid on 25th June, 2020. New management had taken place from starting of the financial year itself.

INDUSTRY STRUCTURE AND DEVELOPMENTS

In the starting of financial year, there was lockdown due to COVID 19 pandemic and it spread significant shock to trade, restricting cross-border travel, disrupting international production networks and depressing demand worldwide. The recovery in merchandise trade has been led by China and other East Asian economies, which had better success in containing the virus's spread and experienced a faster-than-expected rebound in economic activities and hence from mid of the financial year, again textile industry got stable.

INDIAN TEXTILE AND APPAREL INDUSTRY

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles and allied products. The textiles and apparel industry contributes 2.3% to the country's GDP. Cotton production is expected to reach 36.0 million bales and consumption is expected to reach 114 million bales in FY 2021; 13% growth over the previous year.

The production of raw cotton in India is estimated to have reached 35.4 million bales in FY 2020. During FY 2019, production of fibre in India stood at 1.44 million tonnes (MT) and reached above 1.60 MT in FY 2020, while that for yarn, the production stood at 4,762 million kgs during same period.

Exports of textiles (RMG of all textiles, cotton yarn/fabs./made-ups/handloom products, man-made yarn/fabrics/made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 2.94 billion, as of May 2021.

(Source: IBEF, June 2021)

OPPORTUNITIES

Our new textile minister, Mr. Piyush Goyal, has set an ambitious target of scaling up the Industry's capacity by 10 times, amid indications that the government is planning more steps to boost investment and employment in this sector. Mr. Goyal wants to develop separate team of officers in the ministry to prepare a detailed action plan for each segment, ranging from fibers and garments to handloom and handicraft.

There could be a positive side for textile business as USA and EU customers who will be looking for alternative for China, may move to other countries such as India, Vietnam, Bangladesh etc. Hence it is expected that demand will increase in textile fabrics for exports, but we need to ensure that we prepare ourselves to take the advantage of the expected business which might drift away from china.

THREATS

In the current scenario most threatening issue is COVID-19 pandemic, hence the long duration of second wave or further waves of the pandemic and its variants can disrupt trade. The pandemic affects physical market of apparel industry and most people choose for market buying of apparels, hence this pandemic may reduce the selling of garments. Moreover, Indian farming sector is mainly dependent on rain, hence any significant damage to cotton crops due to natural calamities may cause severe price, supply disruption and create uncertainty.

SEGMENTAL REVIEW AND ANALYSIS

Despite of facing adverse atmosphere due to COVID-19 pandemic, there is no significant decrease in annual turnover of the company. However, it didn't touch the desired target, but the turnover of our company is quite good compared to other textile companies.

RISKS AND CONCERNS

Overall there is no such material negative impact on company is expected because market started its routine functions and in recent months it shows little booming effects also in textile industry also. Textile industry didn't affected much in last half of the year as good number of foreign orders were booked by the company. However, growth of the company may not reach as it was targeted but there will not be significant material effect.

OUTLOOK

India's textiles sector is one of the oldest industries in the Indian economy. A strong growth of economy is expected for the Indian textile industry after the second wave of COVID-19 due to both strong domestic consumption as well as export demand. The main reason for increase in domestic consumption is the government mission for self-reliant India, government and many socialist promotes domestic consumption and after this pandemic human mentality also got changed and favours "Made in India" products.

Moreover the union budget's focus has been on growth and the RBI policy remains accommodative which is good for the economy. Increasing demand for online shopping is expected to help the apparel manufacturing market grow. Manufacturers can now sell their products on a larger platform than before, which will increase their customer base geographically driving the growth of the apparel manufacturing market. In countries such as India, for instance, e-commerce portals have boosted the sales of traditional garments by giving larger exposure to producers who were confined to one geography where the weaving community was located.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control procedures and systems commensurate with its size and nature of its business for purchase of raw materials, plant and machinery, components and other items and sale of goods. The checks and controls are reviewed by the Audit Committee for improvement in each of these areas on a periodical basis. The internal control systems are improved and modified continuously to meet with changes in business conditions, statutory and accounting requirements. Moreover, the new management has expert team for technical staff, who are already trained and are able to manage production cycle smoothly.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company operates in a Single Segment of Textiles; brief of the financial performance is here-in-below.

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	136,31,32,643.00	1,41,94,48,680.00
Other income	3,51,94,071.00	2,72,28,918.00
Total revenue	139,83,26,661.00	1,44,66,77,597.00
EBITDA	22,47,10,489.00	3,70,05,156.00
Less:		
Finance Costs	5,99,25,657.00	5,43,37,723.00
Depreciation	11,54,60,989.00	13,58,98,303.00
Profit before tax, exceptional and extraordinary items	4,93,23,825.00	(15,32,30,869.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	4,93,23,825.00	(15,32,30,869.00)
Less: Taxes on income	2,00,14,054.00	(68,49,137.00)
Profit after tax	6,93,37,879.00	(14,63,81,732.00)
EPS – Basic	2.77	(5.86)
EPS – Diluted	2.77	(5.86)

For financial performance concerning operational performance, please refer to the Board's Report.

DETAILS OF SIGNIFICANT CHANGES

i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations, thereof:

RATIO	2020-21	2019-20	Reason For Change
Debtors Turnover Ratio	27.54 days	22.44 days	As Higher days credit is given to debtors the ratio is high
Inventory Turnover Ratio	42.81 days	71.90 days	Due to better management of inventory ratio is low
Interest Coverage Ratio	2.23 times	-1.1 times	Due to increase in profitability the ratio is high
Current Ratio	1.20 times	0.95 times	Due to better management of inventories and creditors current ratio is high
Debt Equity Ratio	3.32 times	5.46 times	As there is reduction in liability debt equity ratio is low.
Operating Profit Margin Ratio	15.34 %	3.23 %	Due to lower cost of material consumed the ratio is high
Net Profit Margin Ratio	5.09 %	-10.31 %	Due to increasing in operation profit the ratio is high

HEALTH, SAFETY AND SECURITY MEASURES

The Company continues to accord the highest priority to health and safety of its employees and communities it operates in. The Company has been fully committed to comply with all applicable laws and regulations and maintains the highest standard of Occupational Health and Safety and ensures safer plants by conducting safety audits, risk assessments and periodic safety awareness campaigns and training to employees. We believe in good health of our employees.

Currently to prevent the spread of pandemic COVID-19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its plant and construction sites as well as at office locations. Your Company is in full compliance of all Government directives issued in this behalf.

Independent Auditor's Report
To the Members of Angel Fibers Limited
Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Angel Fibers Limited ("the Company") which comprises the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to Note 2.6 of the section Summary of Significant Accounting Policies where the Company has not complied with the provisions of AS 15 – Employee Benefits with respect to creating a provision for leave encashment expense payable to its employees. The Company determines the liability for defined benefit plans on actual payment basis only.

The Company's management is responsible for carrying out the inspection of its fixed assets on a regular basis. We have not independently verified the fixed assets of the Company during the year under review due to Covid-19 situations. Any adjustment to the value of the fixed assets as appearing in the balance sheet of the Company may have an effect on the profit and net assets of the Company for the period and year ended March 31, 2021.

The Company's management is responsible for carrying out the inspection of its inventories on a regular basis. We have not independently verified the inventories of the Company during the year under review due to Covid-19 situations. Any adjustment to the value of inventories as appearing in the balance sheet of the Company may have an effect on the profit and net assets of the Company for the period and year ended March 31, 2021.

The Company's management is responsible for carrying out the balance confirmation and reconciliations with various debtors, creditors and advances. These have not been independently verified by us during the year under review due to Covid-19 situations. Any adjustment to the value of such balances as appearing in the balance sheet of the Company may have an effect on the profit and net assets of the Company for the period and year ended March 31, 2021.

Our opinion is not modified in respect of this matter.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management 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 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by] management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

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 Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 21 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative 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.

Place: Rajkot
Date: 19/05/2021

For,
HB Kalaria and Associates
Firm Reg. No. 104571W
Chartered Accountants

Hardik Kalaria
Partner
Mem. No. 155474
UDIN: 21155474AAAAHM9211

Annexure A

Referred to in the section Report on Other Legal and Regulatory Requirements on of the Independent Auditors' Report of even date to the members of Angel Fibers Limited on the financial statements as of and for the year ended March 31, 2021

- a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) The fixed assets are physically verified by the Management from time to time. The Company has maintained a regular phased program for the physical verification of the fixed assets of the Company. The management has however not noticed any material discrepancies during the year.
- c) The title deeds of immovable properties, as disclosed in the notes on fixed assets to the financial statements, are held in the name of the Company.

The physical verification of inventory excluding stocks with third parties have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, if any, have been substantially confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material. We have relied mostly on the management representations in this matter.
- iii. According to the information and explanation given to us, the Company has not granted any loans to any parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to explanation and information give to us, the Company has not granted any loans or made any investments or provided any guarantee or security to the parties covered under Sections 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. In our opinion and according to explanation and information give to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the Rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of the business activity carried out by the Company. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii.

a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally not regular in depositing undisputed statutory dues in respect of income-tax, profession tax, sales tax, VAT, GST and service tax, and including provident fund, employees' state insurance, duty of customs, duty of excise, cess and any other material statutory dues, as applicable, with the appropriate authorities apart from a few cases of delay in payment of income-tax, GST. There are no undisputed statutory dues outstanding as at 31st March, 2021, for the period of more than six months from the date they become payable.

Name of Statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Due date of payment	Date of payment	Remarks, if any
Gujarat Professional Tax Act	Professional Tax	346,500	FY 2020-21	Monthly	Not paid till date of report	-
Gujarat Professional Tax Act	Professional Tax	107,310	Before FY 2020-21	Monthly	Not paid till date of report	-

b) According to the information and explanations given to us and the records of the Company examined by us, there are dues which have been disputed and not paid as outlined below:

Name of Statute	Nature of Dues	Disputed Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income-Tax Act, 1961	Income Tax	104,366,600	A.Y. 2015 -16	Commissioner Of Income Tax (Appeal)

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

- xi. The Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 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. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Place: Rajkot
Date: 19/05/2021

For,
HB Kalaria and Associates
Firm Reg. No. 104571W
Chartered Accountants

Hardik Kalaria
Partner
Mem. No. 155474
UDIN: 21155474AAAAHM9211

Annexure B

Referred to in point f.of the section Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of Angel Fibers Limited on the financial statements for the year ended March 31, 2021

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

In conjunction with our audit of the financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over the financial reporting of Angel Fibers Limited ("the Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect of financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2021:

- a. The Company has inadequate segregation of duties with respect to procedures used to enter transaction totals into the general ledger; initiate, authorize, record, and process journal entries into the general ledger; and record recurring and non-recurring adjustments to the financial statements.
- b. The company is advised to formulate adequate internal controls for Inventory and Fixed assets.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2021 financial statements of the Company, and these material weaknesses do not affect our opinion on the financial statements of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect of financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2021:

- a. The Company has inadequate segregation of duties with respect to procedures used to enter transaction totals into the general ledger; initiate, authorize, record, and process journal entries into the general ledger; and record recurring and non-recurring adjustments to the financial statements.
- b. The company is advised to formulate adequate internal controls for Inventory and Fixed assets.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2021 financial statements of the Company, and these material weaknesses do not affect our opinion on the financial statements of the Company.

Place: Rajkot
Date: 19/05/2021

For,
HB Kalaria and Associates
Firm Reg. No. 104571W
Chartered Accountants

Hardik Kalaria
Partner
Mem. No. 155474
UDIN: 21155474AAAAHM9211

Angel Fibers Limited
Balance Sheet as at March 31, 2021

Particulars	Note	As at March 31, 2021		As at March 31, 2020	
		Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
1) Equity and Liabilities					
Shareholders' funds					
Share capital	3	25,00,00,000		25,00,00,000	
Reserves and surplus	4	(3,26,59,134)		(10,19,97,013)	
Money received against share warrants			21,73,40,866		14,80,02,987
Non-current liabilities					
Long-term borrowings	5	51,10,61,191		57,92,38,051	
Deferred tax liabilities (net)	6	-		1,52,26,632	
Other long-term liabilities		-		-	
Long-term provisions	7	7,11,344	51,17,72,535	2,28,076	59,46,92,758
Current liabilities					
Short-term borrowings	8	10,22,50,112		11,99,86,130	
Trade payables					
Total outstanding dues of MSMEs		-		-	
Total outstanding dues of creditors other than MSMEs		4,61,09,175		23,54,39,552	
		4,61,09,175		23,54,39,552	
Other current liabilities	9	13,36,61,130		12,62,44,018	
Short-term provisions	10	60,94,087	28,81,14,503	37,702	48,17,07,402
Total			1,01,72,27,904		1,22,44,03,148
2) Assets					
Non-current assets					
Property, plant and equipment					
Tangible assets	11	65,37,03,258		75,71,54,962	
Intangible assets	11	61,330		81,774	
Capital work-in-progress		-		-	
Intangible assets under development		-		-	
		65,37,64,588		75,72,36,736	
Non-current investments		-	28,81,14,503	-	48,17,07,402
Deferred tax assets (net)	12	47,87,422		-	
Long-term loans and advances	13	36,68,960		34,00,960	
Other non-current assets	14	84,50,922	67,06,71,892	61,94,756	76,68,32,452
Current assets					
Current investments	15	-		75,71,54,962	
Inventories	16	13,76,44,235		18,21,44,117	
Trade receivables	17	9,40,13,200		11,16,77,711	
Cash and bank balances	18	1,44,482		1,20,596	
Short-term loans and advances	19	4,59,21,682		4,77,83,950	
Other current assets	20	6,88,32,413	34,65,56,012	11,37,96,399	45,75,70,696
Total		-	1,01,72,27,904	-	1,22,44,03,148
Summary of significant accounting policies	2				
Contingent liabilities and commitments	21				

The accompanying notes are an integral part of the financial statements

For, H. B. Kalaria & Associates
Chartered Accountants
Firm Registration No. 104571W

Jitendrabhai G. Raiyani
Non-Executive Director
DIN: 00284527

Rohanbhai J. Raiyani
Managing Director
DIN: 08814726

Hardik H. Kalaria
Partner
Mem. No. 155474
Rajkot, May 19, 2021

Reena Kanabar
Company Secretary
PAN: BQSPK2174E
Rajkot, May 19, 2021

Ashish Dhirajbhai Desai
CFO
PAN: CEFPD1282N

Angel Fibers Limited
Statement of Profit and Loss for the period ended March 31, 2021

Particulars	Note	Period ended March 31, 2021	Period ended March 31, 2020
Income			
Revenue from operations	22	1,36,31,32,643	1,41,94,48,680
Other income	23	3,51,94,017	2,72,28,918
Total revenue		1,39,83,26,661	1,44,66,77,597
Expenses			
Cost of materials consumed	24	92,76,77,382	1,20,18,75,725
Purchase of stock-in-trade	25	1,07,751	52,73,571
Changes in inventories of finished goods, work-in-progress & stock-in-trade	26	3,80,64,672	1,36,20,963
Employee benefit expense	27	3,49,95,091	1,63,24,489
Finance costs	28	5,99,25,657	5,43,37,723
Depreciation and amortisation expense	11	11,54,60,989	13,58,98,303
Other expenses	29	17,27,71,294	17,25,77,693
Total expenses		1,34,90,02,835	1,59,99,08,467
Profit/(Loss) before tax		4,93,23,825	(15,32,30,869)
Less: Tax expense			
Current tax		65,57,903	-
MAT credit availment/(entitlement)		(65,57,903)	-
Prior period tax		-	(1,15,291)
Deferred tax		(2,00,14,054)	(67,33,846)
Profit/(loss) for continuing operations		6,93,37,879	(14,63,81,732)
Profit/(loss) from discontinuing operations (after tax)		-	-
Profit/(loss) for the period		6,93,37,879	(14,63,81,732)
Earnings per share (FV Rs. 10 per share)	30		
Basic		2.77	(5.86)
Diluted		2.77	(5.86)

The accompanying notes are an integral part of the financial statements

This is the statement of profit and loss referred to in our report of even date

For, H. B. Kalaria & Associates
Chartered Accountants
Firm Registration No. 104571W

Hardik H. Kalaria
Partner
Mem. No. 155474
Rajkot, May 19, 2021

For and on behalf of the Board of Directors,

Jitendrabhai G. Raiyani
Non-Executive Director
DIN: 00284527

Rohanbhai J. Raiyani
Managing Director
DIN: 08814726

Reena Kanabar
Company Secretary
PAN: BQSPK2174E

Ashish Dhirajbhai Desai
CFO
PAN: CEFPD1282N

Rajkot, May 19, 2021

Angel Fibers Limited
Cash Flow Statement for the period ended March 31, 2021

Particulars	Period ended March 31, 2021	Period ended March 31, 2020
A) Cash flow from operating activities		
Profit/(Loss) before tax	4,93,23,825	(15,32,30,869)
Adjustments for Finance costs	5,99,25,657	5,43,37,723
Depreciation and amoritsation costs	11,54,60,989	13,58,98,303
Interest income from non-current investments	(4,01,969)	(1,41,866)
Interest income from current investments	(26,20,286)	-
Net gain on sale of current investments	(1,03,238)	1,51,715
Net gain on disposal/discarding of tangible assets	(15,54,776)	-
Other excess provisions written back	-	(6,61,224)
Bad debts written off	25,55,214	-
Other assets / deposits written off	-	91,454
Operating profit/(loss) before working capital changes	22,25,85,417	3,64,45,235
Adjustment for changes in working capital		
Adjustments for (increase)/decrease in operating assets		
Inventories	4,44,99,881	19,49,24,808
Trade receivables	1,51,09,297	(4,88,36,077)
Long-term loans and advances	(2,68,000)	-
Short-term loans and advances	2,88,89,188	(1,47,207)
Other current assets	4,49,63,986	3,20,76,289
Adjustments for increase/(decrease) in operating liabilities	-	
Trade payables	(18,93,30,378)	1,89,41,723
Short-term provisions	(35,686)	35,198
Long-term provisions	4,83,268	(9,261)
Other current liabilities	1,10,78,364	46,43,261
Cash generated from/(used in) operating activities	17,79,75,339	23,80,73,968
Direct taxes paid (net of refunds)	(4,34,451)	(27,93,476)
Net cash generated from/(used in) operating activities	17,75,40,887	23,52,80,492
Net cash generated from/(used in) operating activities	17,75,40,887	23,52,80,492
B) Cash flow from investing activities		
Proceeds from sale of tangible assets	36,12,671	-
Purchase of tangible assets	(1,69,31,848)	(1,33,58,541)
Interest received	29,55,147	3,02,565
Cash and bank balances not classified as cash and cash equivalents	(22,56,166)	(53,55,786)
Capital advances (net)	(2,04,33,291)	1,26,262
Current investments (net)	21,51,161	87,47,084
Cash generated from/(used in) investing activities	(3,09,02,325)	(95,38,417)
Direct tax paid (net of refunds)	-	-
Net cash generated from/(used in) investing activities	(3,09,02,325)	(95,38,417)
Net cash generated from/(used in) investing activite	(3,09,02,325)	(95,38,417)

Angel Fibers Limited
Cash Flow Statement for the period ended March 31, 2021

C) Cash flow from financing activities		
Proceeds from long-term borrowings	18,36,46,285	12,53,42,404
Repayment of long-term borrowings	(25,25,99,285)	(29,59,80,496)
Proceeds from short-term borrowings	1,81,70,53,290	1,36,89,31,203
Repayment of short-term borrowings	(1,83,47,89,309)	(1,37,01,50,021)
Finance costs paid	(5,99,25,657)	(5,43,37,723)
Cash generated from/(used in) financing activities	(14,66,14,676)	(22,61,94,631)
Direct taxes paid (net of refunds)	-	-
Net cash generated from/(used in) financing activities	(14,66,14,676)	(22,61,94,631)
Net cash generated from/(used in) financing activities	(14,66,14,676)	(22,61,94,631)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	23,886	(4,52,556)
Cash and cash equivalents at the beginning of the period	1,20,596	5,73,152
Cash and cash equivalents at the end of the period	1,44,482	1,20,596

Notes:

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3.
2. Previous year figures have been regrouped and recasted wherever necessary to conform to current year's classification.
3. For composition of cash and cash equivalents, see note 18 of the financial statements.

The accompanying notes are an integral part of the financial statements

This is the statement of profit and loss referred to in our report of even date

For, H. B. Kalaria & Associates
Chartered Accountants
Firm Registration No. 104571W

Hardik H. Kalaria
Partner
Mem. No. 155474

Rajkot, May 19, 2021

For and on behalf of the Board of Directors,

Jitendrabhai G. Raiyani
Non-Executive Director
DIN: 00284527

Rohanbhai J. Raiyani
Managing Director
DIN: 08814726

Reena Kanabar
Company Secretary
PAN: BQSPK2174E

Ashish Dhirajbhai Desai
CFO
PAN: CEFPD1282N

Rajkot, May 19, 2021

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

1. General Information

Angel Fibers Limited (the "Company") is engaged in the business of Spinning of cotton yarns. The Company is a public limited company and is listed on the SME platform of BSE.

2. Summary of Significant Accounting Policies

2.1. Basis of Preparation

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. The financial statements have been prepared to comply in all material aspects with the accounting standards notified under Companies (Accounts) Rules, 2014, as amended from time to time and other relevant provisions of the Companies Act, 2013 except as stated in the notes below.

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

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

2.2. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

2.3.Plant, Property and Equipment and Depreciation

2.3.1. Plant, Property and Equipment

a. Tangible Assets

All tangible assets are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalised until the assets are ready for use and includes freight, duties, taxes and expenses to acquisition and installation.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

b. Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the new disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

2.3.2.Depreciation

a. Tangible Assets

Depreciation is provided on a pro-rata basis on the written-down value method ('WDV') over the useful lives of the assets specified in Schedule II of the Companies Act, 2013.

The following tangible asset classes have a useful life different from the useful life stated in Schedule II of the Companies Act, 2013.

a. Tangible Assets	Useful life (in years) *
Machinery	16 years

*Based on future projections, the Company has estimated the economic life of these assets as stated above and accordingly these assets have been amortized.

c. Intangible Assets

Intangible Assets are amortized on a written-down value basis over their estimated useful lives.

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

b. Impairment

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount.

2.4. Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are stated at cost, except where there is a diminution in value (other than temporary) in which case the carrying value is reduced to recognise such a decline. Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

2.5. Inventories

Inventories comprise of raw materials, work-in-progress, finished goods (manufactured and traded). Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. The cost of work-in-progress and manufactured finished goods comprises of materials, direct labour, other direct costs and related production overheads as applicable.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.6. Employee Benefits

a. Defined Contribution Plans

The Company's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made.

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

b. Defined Benefit Plans

The Company contributes to Defined Benefit Plans comprising of Gratuity Fund and/or Leave Encashment.

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan"), administered by an insurer, covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise

Leave Encashment

The Company provides for leave encashment on actual payment basis only.

c. Short-term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services.

2.7. Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.8. Revenue Recognition

Sale of goods: Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes and excise duties.

Sale of services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method and is recognised net of taxes.

Revenue in respect of other types of income is recognised when no significant uncertainty exists regarding realisation of such income.

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

2.9. Government Grants

Government grants in the nature of revenue receipts are recognised in the Statement of Profit and Loss when there is reasonable certainty of its receipt from the Government in the period to which they relate.

Government grants in the nature of capital receipts are deducted from the cost of assets against which such grants have been recognised. Such grants are recognised when there is reasonable certainty of its receipt from the Government.

2.10. Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit is written down to the extent that there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

2.11. Cash and Cash Equivalents

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

2.12. Borrowing Costs

Borrowing costs, if any, directly attributable to acquisition or construction of qualifying assets (i.e. those fixed assets which necessarily take a substantial period of time to get ready for their intended use) are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.13. Deferred Revenue and Unbilled Revenue

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities. Unbilled revenue included in Other Current Assets, represents amounts recognised in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

2.14. Segment Reporting

The Company operates under a single operating segment in accordance with Accounting Standard 17 - 'Segment Reporting' and hence, segment reporting is not applicable to the Company

2.15. Prior Period Items, Exceptional and Extraordinary Items

The Company follows the practice of making adjustments through 'prior year adjustments' in respect of all material transactions pertaining to the period prior to the current accounting year. The prior period adjustments, if any, are shown by way of notes to financial statements.

Exceptional and Extra Ordinary Items, if any, are shown separately as per applicable accounting standards

2.16. Earnings per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

3. Share capital																								
Particulars					As at March 31, 2021					As at March 31, 2020														
					Amount in Rs.					Amount in Rs.														
Authorised																								
2,50,00,000 (2,50,00,000) Equity shares of Rs. 10 each										25,00,00,000					25,00,00,000									
Issued, subscribed and paid up																								
2,50,00,000 (2,50,00,000) Equity shares of Rs. 10 each										25,00,00,000					25,00,00,000									
3.1 Reconciliation of shares outstanding at the beginning and end of the period																								
Particulars					As at March 31, 2021					As at March 31, 2020														
					No. of shares					Amount in Rs.														
At the commencement of the period					2,50,00,000					25,00,00,000					2,50,00,000					25,00,00,000				
<u>Addition during the period</u>																								
Total addition during the period					-					-					-					-				
<u>Reduction during the period</u>																								
Total reduction during the period					-					-					-					-				
At the end of the period					2,50,00,000					25,00,00,000					2,50,00,000					25,00,00,000				
3.2 Details of shareholders holding more than 5% shares in the Company																								
Particulars					As at March 31, 2021					As at March 31, 2020														
					No. of shares					% holding														
Ashokbhai M. Dudhagara					-					0.00%					1,14,62,320					45.85%				
Kantilal G. Savalia					-					0.00%					9,00,000					3.60%				
Parfullaben A. Dudhagara					-					0.00%					26,56,360					10.63%				
Maheshbhai Pansuriya					-					0.00%					9,00,000					3.60%				
Rameshkumar Jivrajbhai Ranipa					1,47,82,700					59.13%					-					0.00%				
Jitendra Gopalbhai Raiyani					36,95,680					14.78%					-					0.00%				
3.3 Aggregate no. of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years (or lesser) immediately preceding the reporting date - not applicable																								
3.4 Rights, preferences and restrictions attached to shares																								
Equity shares																								
The Company has one class of equity shares having a face value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.																								
4. Reserves and surplus																								
Particulars					As at March 31, 2021					As at March 31, 2020														
					Amount in Rs.					Amount in Rs.														
Surplus/(Deficit) in Statement of Profit and Loss																								
As per last Balance Sheet					(10,19,97,013)					4,43,84,719														
Profit/Loss for the period					6,93,37,879					(14,63,81,732)														
										(3,26,59,134)					(10,19,97,013)									
Total										(3,26,59,134)					(10,19,97,013)									

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

5. Long-term borrowings											
Particulars											
As at March 31, 2021											
As at March 31, 2020											
Amount in Rs.											
Amount in Rs.											
Amount in Rs.											
Amount in Rs.											
Secured											
Rupee term loans											
from banks											
32,60,42,173											
32,60,42,173											
40,42,66,772											
40,42,66,772											
Loans for assets											
Vehicle loans											
-											
22,24,666											
-											
22,24,666											
Unsecured											
Loans and advances from related parties											
from directors/promoters											
7,85,02,476											
-											
from others											
10,65,16,542											
16,88,91,613											
18,50,19,018											
16,88,91,613											
Others											
-											
38,55,000											
Total											
51,10,61,191											
57,92,38,051											

5.1 Terms of repayment, nature of security and rate of interest in case of secured loans

Financier/ Category	Nature of security	Terms of repayment	Personal security of promoters, shareholders, third parties etc.	Rate of interest	Guaranteed by	
					Directors	Others
Rupee loans from banks	All the immovable properties and movable assets (except current assets and intangible assets) of the Company.	84 monthly instalments	Yes	12.45% - 15.05%	Yes	Yes
Vehicle loans	Hypothecation of the respective vehicle	36-60 monthly instalments	No	0.00%	No	No
Term loan from banks	Plant & machinery and other fixed assets of the Company (excluding FA of unit 2 funded exclusively by SBI)	57 monthly instalments	Yes	12.10%	Yes	Yes

5.2 Amount of secured loans outstanding

Secured financier	Outstanding (in Rs.)*	
	As at March 31, 2021	As at March 31, 2020
State Bank of India	39,44,22,113	45,53,54,836
Axis Bank	4,00,96,825	5,73,88,696
HDFC Bank	-	29,26,152
Sundaram Finance	-	74,660
Total	43,45,18,938	51,57,44,344

*includes current portion of long-term borrowings, if any. See note 9 of the financial statements.

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

5.60932724 Terms of repayment and rate of interest in case of unsecured loans							
Financier/ Category	Terms of repayment	Personal security of promoters, shareholders, third parties etc.	Rate of interest	Guaranteed by		Outstanding (in Rs.)*	
				Directors	Others	As at March 31, 2021	As at March 31, 2020
Loans from directors	Repayment schedule is not specified	No	0.00%	No	No	7,85,02,476	-
Loans from relatives of directors	Repayment schedule is not specified	No	0.00%	No	No	10,65,16,542	16,88,91,613
Loans from others	Repayment schedule is not specified	No	0.00%	No	No	-	38,55,000
Total						18,50,19,018	17,27,46,613
*includes current portion of long-term borrowings, if any. See note 9 of the financial statements.							

6. Deferred tax liabilities (net)							
Particulars				As at March 31, 2021		As at March 31, 2020	
				Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Deferred tax liabilities on account of timing differences							
Depreciation				-		1,52,95,734	
					-		1,52,95,734
Deferred tax assets on account of timing differences							
Employee benefits				-		69,102	
					-		69,102
Total					-		1,52,26,632

6.1 Notes

1. Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

7. Long-term provisions							
Particulars				As at March 31, 2021		As at March 31, 2020	
				Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Provision for employee benefits					7,11,344		2,28,076
Total					7,11,344		2,28,076

8. Short-term borrowings							
Particulars				As at March 31, 2021		As at March 31, 2020	
				Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Secured							
Working capital loans from banks					10,22,50,112		11,99,86,130
Total					10,22,50,112		11,99,86,130

8.1 Terms of repayment, nature of security and rate of interest in case of secured loans							
Financier/ Category	Nature of security	Terms of repayment	Personal security of promoters, shareholders, third parties etc.	Rate of interest	Guaranteed by		
					Directors	Others	
Working capital loans from banks	Secured against the entire current assets of the Company	Repayable on demand	Yes	15.05%	Yes	Yes	

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

8.2 Amount of secured loans outstanding												
Secured financier	Outstanding (in Rs.)											
	As at March 31, 2021	As at March 31, 2020										
Axis Bank	1,92,02,619	2,02,53,608										
State Bank of India	8,30,47,493	9,97,32,522										
Total	10,22,50,112	11,99,86,130										
9. Other current liabilities												
Particulars			As at March 31, 2021		As at March 31, 2020							
			Amount in Rs.	Amount in Rs.	Amount in Rs.		Amount in Rs.					
Current maturities of long-term debt (see note 5)				10,84,76,765	10,92,52,906							
Statutory dues (including withholding taxes)				33,79,667	50,90,054							
Accrued expenses payable				66,61,720	2,11,000							
Advances from customers				77,15,164	19,51,827							
Creditors for fixed assets				27,24,262	56,09,373							
Employee related liabilities				47,03,552	41,28,858							
Total				13,36,61,130	12,62,44,018							
10. Short-term provisions												
Particulars			As at March 31, 2021		As at March 31, 2020							
			Amount in Rs.	Amount in Rs.	Amount in Rs.		Amount in Rs.					
Provision for employee benefits				2,016	37,702							
Provision for income-tax (net)				60,92,071	-							
Total				60,94,087	37,702							
12. Deferred tax assets (net)												
Particulars			As at March 31, 2021		As at March 31, 2020							
			Amount in Rs.	Amount in Rs.	Amount in Rs.		Amount in Rs.					
Deferred tax assets on account of timing differences												
Employee benefits			1,98,457		-							
Unrealised/Carried forward losses			1,57,65,305		-							
				1,59,63,762	-							
Deferred tax liabilities on account of timing differences												
Depreciation			1,11,76,340		-							
				1,11,76,340	-							
Total				47,87,422	-							
12.1 Notes												
1. Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.												
13. Long-term loans and advances												
Particulars			As at March 31, 2021		As at March 31, 2020							
			Amount in Rs.	Amount in Rs.	Amount in Rs.		Amount in Rs.					
Unsecured												
Security deposits												
Considered good			36,68,960		34,00,960							
			36,68,960		34,00,960							
				36,68,960	34,00,960							
Total				36,68,960	34,00,960							

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

14. Other non-current assets																	
Particulars										As at March 31, 2021				As at March 31, 2020			
										Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Unsecured																	
Long-term deposits with banks having maturity period more than 12 months																	
Considered good										84,50,922			61,94,756				
										84,50,922			61,94,756				
											84,50,922			61,94,756			
Total											84,50,922			61,94,756			
15. Current investments																	
Particulars										Face Value (in Rs. except stated otherwise)	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021		As at March 31, 2020		
											Nos.	Nos.	Amount in Rs.		Amount in Rs.		
Mutual Funds																	
(At lower of cost or market value) (Quoted)																	
SBI Dual Advantage Fund - Series XXIV										10.00	-	1,88,700.00	-	20,47,923			
Total													-	20,47,923			
15.1 Aggregate value of quoted and unquoted investments																	
Particulars										As at March 31, 2021				As at March 31, 2020			
										Cost in Rs.		Market value in Rs.		Cost in Rs.		Market value in Rs.	
Aggregate value of quoted investments										-	-	20,47,923	-				
Aggregate value of unquoted investments										-	-	-	-				
Total										-		20,47,923					
16. Inventories																	
Particulars										As at March 31, 2021				As at March 31, 2020			
										Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Raw materials											6,53,84,248			7,18,19,458			
Work-in-progress											3,35,69,646			3,52,48,252			
Finished goods											3,32,16,830			6,98,44,146			
Waste											54,73,511			52,32,262			
Total											13,76,44,235			18,21,44,117			

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

16.1 Details of inventories																								
Particulars													As at March 31, 2021				As at March 31, 2020							
													Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.					
Raw materials																								
Cotton bales													5,57,93,563		7,07,43,343									
Packing material													95,90,685		10,76,115									
															6,53,84,248				7,18,19,458					
Work-in-progress																								
Cotton yarn (semi-finished)													3,35,69,646		3,52,48,252									
															3,35,69,646				3,52,48,252					
Finished goods																								
Cotton yarn													3,32,16,830		6,98,44,146									
															3,32,16,830				6,98,44,146					
Total													13,21,70,724		17,69,11,855									
16.2 Notes																								
1. Inventories have been certified by the management of the Company.																								
17. Trade receivables																								
Particulars													As at March 31, 2021				As at March 31, 2020							
													Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.					
Outstanding for a period exceeding six months from the date they are due for payment																								
<u>Unsecured</u>																								
Considered good													-		17,64,837									
															17,64,837									
															-				17,64,837					
Others																								
<u>Unsecured</u>																								
Considered good													9,40,13,200		10,99,12,874									
													9,40,13,200		10,99,12,874									
															9,40,13,200				10,99,12,874					
Total													9,40,13,200		11,16,77,711									
18. Cash and bank balances																								
Particulars													As at March 31, 2021				As at March 31, 2020							
													Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.					
Cash and cash equivalents																								
<u>Balances with banks</u>																								
Other bank balances													52,470		2,506									
													52,470		2,506									
Cash on hand													92,012		1,18,090									
															1,44,482				1,20,596					
Total													1,44,482		1,20,596									

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

19. Short-term loans and advances																				
Particulars													As at March 31, 2021				As at March 31, 2020			
													Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Unsecured																				
<u>Capital advances</u>																				
Considered good													2,04,33,291				-			
													2,04,33,291				-			
<u>Advances to suppliers</u>																				
Considered good													-				2,69,10,143			
													-				2,69,10,143			
<u>Loans/Advances to employees</u>																				
Considered good													-				20,000			
													-				20,000			
<u>Advances recoverable in cash or in kind or for value to be received</u>																				
Considered good													13,39,686				9,59,032			
													13,39,686				9,59,032			
<u>Prepaid expenses</u>																				
Considered good													6,78,401				21,89,019			
													6,78,401				21,89,019			
<u>Interest income accrued but not due</u>																				
Considered good													67,108				-			
													67,108				-			
<u>Others</u>																				
Advance tax																				
Tax deducted at source													-				31,381			
													-				31,381			
MAT credit entitlement													1,18,58,503				53,00,600			
Balances with statutory authorities													1,15,44,694				1,23,73,775			
																	4,59,21,682		4,77,83,950	
Total															4,59,21,682				4,77,83,950	
20. Other current assets																				
Particulars													As at March 31, 2021				As at March 31, 2020			
													Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Unsecured																				
Other current assets													6,88,32,413				11,37,96,399			
															6,88,32,413				11,37,96,399	
Total															6,88,32,413				11,37,96,399	

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

20.1 Notes												
1. Other current assets includes government grants receivable of Rs. 6,88,32,413 (PY Rs. 11,37,96,399).												
21. Contingent liabilities and commitments												
Particulars				As at March 31, 2021				As at March 31, 2020				
				Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.		
Other contingent liabilities												
Appeals filed in respect of disputed demands												
Income-tax												
Where the Company is in appeal				10,43,66,600		10,43,66,600						
					10,43,66,600				10,43,66,600			
22. Revenue from operations												
Particulars				Period ended March 31, 2021				Period ended March 31, 2020				
				Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.		
Revenue from sale of products				1,36,29,19,138		1,41,87,29,766						
Income from financing activities												
					1,36,29,19,138				1,41,87,29,766			
Other operating revenue												
Other misc. operating revenues				2,13,505		7,18,914						
					2,13,505				7,18,914			
Total					1,36,31,32,643				1,41,94,48,680			
22.1 Disclosure of categories of products/services												
Revenue from products (net of taxes, if any)												
Particulars				Period ended March 31, 2021				Period ended March 31, 2020				
				Manufactured (Rs.)		Traded (Rs.)		Manufactured (Rs.)		Traded (Rs.)		
Revenue from export sales												
Sub-total (A)				-	-	-	-	-	-	-	-	
Revenue from domestic sales												
Finished goods												
Cotton yarn				1,20,36,93,029	-	1,15,69,61,957	-					
Stock-in-trade												
Cotton yarn				-	-	-	52,68,439					
Raw materials												
Cotton bales				-	6,00,62,684	-	21,41,28,375					
Waste				9,91,66,451	-	4,71,12,593	-					
Sub-total (B)				1,30,28,59,480	6,00,62,684	1,20,40,74,550	21,93,96,814					
Total (A)+(B)				1,30,28,59,480	6,00,62,684	1,20,40,74,550	21,93,96,814					
Total gross sales (export + domestic)					1,36,29,22,164		1,42,34,71,364					
Less: Discounts/Rebates on sale of products					-		36,87,928					
Less: Other allowances and deductions from sale of products					3,026		10,53,670					
Revenue from sale of products					1,36,29,19,138		1,41,87,29,766					

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

25. Purchase of stock-in-trade																	
Particulars										Period ended March 31, 2021			Period ended March 31, 2020				
										Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Stock-in-trade												1,07,751				52,73,571	
Total												1,07,751				52,73,571	
25.1 Purchase of stock-in-trade consists of																	
Particulars										Period ended March 31, 2021			Period ended March 31, 2020				
										Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Cotton yarn												-				52,73,571	
Cotton Bales Waste												1,07,751				-	
Total												1,07,751				52,73,571	
26. Changes in inventories of finished goods, work-in-progress and stock-in-trade																	
Particulars										Period ended March 31, 2021			Period ended March 31, 2020				
										Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Opening inventory																	
Finished goods										6,98,44,146				6,44,15,568			
Work-in-progress										3,52,48,252				5,89,19,785			
Other inventories										52,32,262				6,10,270			
												11,03,24,659				12,39,45,623	
Closing inventory																	
Finished goods										3,32,16,830				6,98,44,146			
Work-in-progress										3,35,69,646				3,52,48,252			
Other inventories										54,73,511				52,32,262			
												7,22,59,988				11,03,24,659	
Total												3,80,64,672				1,36,20,963	
27. Employee benefit expense																	
Particulars										Period ended March 31, 2021			Period ended March 31, 2020				
										Amount in Rs.		Amount in Rs.		Amount in Rs.		Amount in Rs.	
Salaries and wages												3,42,96,173				1,60,97,485	
Contribution to provident fund and other funds												2,51,336				1,80,180	
Contribution to gratuity fund												4,47,582				25,937	
Staff welfare expenses												-				20,887	
Total												3,49,95,091				1,63,24,489	

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

28. Finance costs																																			
Particulars											Period ended March 31, 2021										Period ended March 31, 2020														
											Amount in Rs.					Amount in Rs.					Amount in Rs.					Amount in Rs.									
Interest expense																																			
<u>On long-term loans</u>																																			
from banks											4,16,47,633										3,62,25,571														
																					3,62,25,571														
<u>On short-term loans</u>																																			
from banks											1,46,79,861										1,48,83,836														
											1,46,79,861										1,48,83,836														
On other borrowings and/or late payments											1,11,224										9,29,004														
																5,64,38,717										5,20,38,412									
Other borrowing costs																34,86,940										22,99,311									
Total																5,99,25,657										5,43,37,723									

28.1 Notes

An amount of Rs. 2,04,25,079 (P.Y. Rs. 3,81,70,558) has been adjusted under interest expense on long-term loans from banks on account of interest subsidy income recognised during the reporting period.

29. Other expenses

Particulars											Period ended March 31, 2021										Period ended March 31, 2020														
											Amount in Rs.					Amount in Rs.					Amount in Rs.					Amount in Rs.									
Consumption of stores and spares																3,23,42,121										46,19,567									
Processing/Jobwork charges																-										84,914									
Power and fuel																-										5,03,130									
Electricity expense																11,57,21,730										12,58,01,130									
Factory expense																-										4,76,391									
Rent expense																-										85,000									
<u>Repairs and maintenance</u>																																			
Buildings											22,87,425										2,57,752														
Plant and machinery											3,20,706										17,530														
Others											7,350										-														
																26,15,481										2,75,282									
Insurance																37,78,843										12,90,750									
Rates and taxes																810										8,03,973									
Telephone and postage																77,135										1,60,769									
Printing and stationery																1,77,478										96,417									
Donations and related subscriptions																3,03,000										-									
Registration and filing fees																1,32,137										1,34,775									
Legal and professional charges																19,63,209										11,69,990									
Custodial fees																-										75,000									
Bank charges																26,50,451										15,46,778									
Travelling and conveyance																-										6,82,013									
Catering and canteen expenses																32,08,905										3,89,477									
Vehicle running expenses																4,23,423										1,34,229									
Safety and security expenses																2,98,011										-									
Information technology expenses																10,800										-									
<u>Payment to auditors</u>																																			
Audit services											1,05,000										1,26,600														

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

33.2 Details of transactions with related parties										(in Rs.)	
Details of transactions	Subsidiaries/JCEs/Asso./ Controlling Co./Intermediates		Other related parties		Key Management Personnel and relatives		Total				
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
Purchase of goods											
Murlidhar Tractor	-	-	54,302	-	-	-	-	54,302	-	-	
Total	-	-	54,302	-	-	-	-	54,302	-	-	
Revenue from sale of goods											
Akshar Cotton Industries	-	-	-	7,84,47,268	-	-	-	-	-	7,84,47,268	
Total	-	-	-	7,84,47,268	-	-	-	-	-	7,84,47,268	
Sale of tangible assets											
Ashok Mavjibhai Dudhagara	-	-	-	-	36,12,672	-	-	36,12,672	-	-	
Loans/Advances accepted											
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	25,00,000	4,40,87,400	-	25,00,000	4,40,87,400	-	
Prafullaben A. Dudhagara	-	-	-	-	-	45,00,000	-	-	45,00,000	-	
Jitendra Gopalbhai Raiyani	-	-	-	-	3,51,20,495	-	-	3,51,20,495	-	-	
Rameshkumar J. Ranipa*	-	-	-	-	3,31,81,981	-	-	3,31,81,981	-	-	
Jivrajbhai P Ranipa	-	-	-	-	1,50,00,000	-	-	1,50,00,000	-	-	
Jyotsana Pankajbhai Bhimani	-	-	-	-	75,00,000	-	-	75,00,000	-	-	
Pankaj B. Bhimani	-	-	-	-	1,00,00,000	-	-	1,00,00,000	-	-	
Prafulaben Rameshbhai Ranipa	-	-	-	-	75,00,000	-	-	75,00,000	-	-	
Rekhaben Jitendrabhai Raiyani	-	-	-	-	50,00,000	-	-	50,00,000	-	-	
Ankur Bakulesh Jani	-	-	-	-	-	15,00,000	-	-	15,00,000	-	
Total	-	-	-	-	11,58,02,476	5,00,87,400	-	11,58,02,476	5,00,87,400	-	
Accepted loans/advances repaid											
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	9,87,40,161	3,94,04,186	-	9,87,40,161	3,94,04,186	-	
Ankur Bakulesh Jani	-	-	-	-	6,68,000	3,88,28,000	-	6,68,000	3,88,28,000	-	
Bharatiben B. Jani	-	-	-	-	38,55,000	-	-	38,55,000	-	-	
Prafullaben A. Dudhagara	-	-	-	-	4,66,910	6,07,00,000	-	4,66,910	6,07,00,000	-	
Total	-	-	-	-	10,37,30,071	13,89,32,186	-	10,37,30,071	13,89,32,186	-	
Remuneration to KMPs											
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	-	2,00,000	-	-	2,00,000	-	
Total	-	-	-	-	-	2,00,000	-	-	2,00,000	-	
33.3 Details of account balances with related parties										(in Rs.)	
Account balances	Subsidiaries/JCEs/Asso./ Controlling Co./Intermediates		Other related parties		Key Management Personnel and relatives		Total				
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
Loans from related parties											
Ashokbhai Mavjibhai Dudhagara	-	-	-	-	7,15,16,542	16,77,56,703	-	7,15,16,542	16,77,56,703	-	
Prafullaben A. Dudhagara	-	-	-	-	-	4,66,910	-	-	4,66,910	-	
Ankur Bakulesh Jani	-	-	-	-	-	6,68,000	-	-	6,68,000	-	
Jitendra Gopalbhai Raiyani	-	-	-	-	3,51,20,495	-	-	3,51,20,495	-	-	
Jivrajbhai P Ranipa	-	-	-	-	1,50,00,000	-	-	1,50,00,000	-	-	
Rameshkumar J. Ranipa*	-	-	-	-	3,33,81,981	-	-	3,33,81,981	-	-	
Pankaj B. Bhimani	-	-	-	-	1,00,00,000	-	-	1,00,00,000	-	-	
Jyotsana Pankajbhai Bhimani	-	-	-	-	75,00,000	-	-	75,00,000	-	-	
Prafulaben Rameshbhai Ranipa	-	-	-	-	75,00,000	-	-	75,00,000	-	-	
Rekhaben Jitendrabhai Raiyani	-	-	-	-	50,00,000	-	-	50,00,000	-	-	
Bharatiben B. Jani	-	-	-	-	-	38,55,000	-	-	38,55,000	-	
Total	-	-	-	-	18,50,19,018	17,27,46,613	-	18,50,19,018	17,27,46,613	-	
Trade payables											
Murlidhar Tractor	-	-	54,302	-	-	-	-	54,302	-	-	
Total	-	-	54,302	-	-	-	-	54,302	-	-	
34. Segment reporting											
The Company operates under a single reporting segment " Spinning of Cotton Yarns" and hence, segment reporting is not applicable to the Company as per AS 17 - Segment Reporting.											

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

35. Employee benefits									
1. In case of funded schemes, the funds are recognized by the Income tax authorities and administered through trustees. The Company's defined contribution plans are Provident Fund (in case of certain employees), (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952). The Company has no further obligation beyond making the contributions to such plans. The Company's defined benefit plans includes Gratuity only.									
2. The Company provides for leave encashment on actual payment basis only.									
35.1 Change in defined benefit obligation									
Particulars		Period ended March 31, 2021		Period ended March 31, 2020					
		Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.				
Gratuity (Non-funded)									
Present value of defined benefit obligation as at the beginning of the period			2,65,778		9,01,065				
Current service cost			3,43,989		2,68,207				
Interest cost			15,433		70,185				
Liability transferred in/(out of) due to amalgamations			-		-				
Actuarial (gain)/loss			88,160		(9,73,679)				
Contributions by plan participants			-		-				
Benefits paid			-		-				
Past service cost			-		-				
Curtailments			-		-				
Settlements			-		-				
Exchange differences on foreign plans			-		-				
Present value of defined benefit obligation as at the end of the period			7,13,360		2,65,778				
35.2 Reconciliation of present value of defined benefit obligation and fair value of plan assets									
Particulars		As at March 31, 2021		As at March 31, 2020					
		Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.				
Gratuity (Non-funded)									
Present value of funded obligation as at the end of the year			7,13,360		2,65,778				
Unfunded liability/(assets) recognised in the balance sheet			7,13,360		2,65,778				
Liability recognised under									
Long-term provisions (see note 7)			7,11,344		2,28,076				
Short-term provisions (see note 10)			2,016		37,702				
35.3 Reconciliation of present value of defined benefit obligation and fair value of plan assets									
Particulars		As at March 31, 2021		As at March 31, 2020					
		Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.				
Gratuity (Non-funded)									
Current service cost			3,43,989		2,68,207				
Interest cost			15,433		70,185				
Net actuarial (gain)/loss			88,160		(9,73,679)				
Total expense/(income) recognised in the Statement of Profit and Loss			4,47,582		(6,35,287)				

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

35.4 Principal actuarial assumptions used												
Particulars			As at March 31, 2021				As at March 31, 2020					
			%				%					
Gratuity (Non-funded)												
Discount rate (per annum)			6.05%				6.25%					
Expected rate of increase in salaries			7.00%				7.00%					
35.5 Amounts recognised in the current period and four previous periods												
(in Rs.)												
Particulars			As at March, 31	As at March, 31	As at March, 31	As at March, 31	As at March, 31					
			2021	2020	2019	2018	2017					
Gratuity (Non-funded)												
Defined benefit obligation			7,13,360	2,65,778	9,01,065	8,49,191	-					
Deficit/(Surplus)			7,13,360	2,65,778	9,01,065	8,49,191	-					
Experience adjustment on plan liabilities loss/(gain)			76,740	(9,74,230)	(3,74,427)	(7,07,421)	-					
Experience adjustment on plan assets gain/(loss)			11,420	551	(12,489)	-	-					
35.6 Contribution to defined contribution plans												
Particulars			Period ended March 31, 2021			Period ended March 31, 2020						
			Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.				
Provident Fund			2,51,336			1,80,180						
Total			2,51,336			1,80,180						
36. Other notes												
1. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.												
Signature to notes 1 to 36 of the financial statements.												
For, H. B. Kalaria & Associates						For and on behalf of the Board of Directors,						
Chartered Accountants												
Firm Registration No. 104571W												
						Jitendrabhai G. Raiyani			Rohanbhai J. Raiyani			
						Non-Executive Director			Managing Director			
						DIN: 00284527			DIN: 08814726			
Hardik H. Kalaria						Reena Kanabar			Ashish Dhirajbhai Desai			
Partner						Company Secretary			CFO			
Mem. No. 155474						PAN: BQSPK2174E			PAN: CEFPD1282N			
Rajkot, May 19, 2021						Rajkot, May 19, 2021			Rajkot, May 19, 2021			

Angel Fibers Limited

Notes to Financial Statements for the period ended March 31, 2021

11. Property, plant and equipment												
Particulars	Gross Block					Depreciation/Amortization				Net Block		
	Opening as at 01/04/2020	Additions	Deductions	Other adjustments	As at 31/03/2021	Opening as at 01/04/2020	Depreciation/Amortization	Deductions	Other adjustments	As at 31/03/2021	As at 31/03/2021	As at 31/03/2020
Tangible assets												
Land												
Freehold	68,47,000	-	-	-	68,47,000	-	-	-	-	-	68,47,000	68,47,000
Sub-total	68,47,000	-	-	-	68,47,000	-	-	-	-	-	68,47,000	68,47,000
Buildings												
Owned	26,90,08,187	5,98,842	-	-	26,96,07,029	6,49,49,083	1,94,12,294	-	-	8,43,61,377	18,52,45,652	20,40,59,104
Sub-total	26,90,08,187	5,98,842	-	-	26,96,07,029	6,49,49,083	1,94,12,294	-	-	8,43,61,377	18,52,45,652	20,40,59,104
Plant and equipment												
Owned	91,88,57,429	1,25,01,649	-	-	93,13,59,077	38,78,03,791	9,17,62,969	-	-	47,95,66,759	45,17,92,318	53,10,53,638
Sub-total	91,88,57,429	1,25,01,649	-	-	93,13,59,077	38,78,03,791	9,17,62,969	-	-	47,95,66,759	45,17,92,318	53,10,53,638
Furniture and fixtures												
Owned	4,06,01,618	2,12,846	-	-	4,08,14,464	2,87,72,090	30,91,553	-	-	3,18,63,643	89,50,821	1,18,29,528
Sub-total	4,06,01,618	2,12,846	-	-	4,08,14,464	2,87,72,090	30,91,553	-	-	3,18,63,643	89,50,821	1,18,29,528
Motor vehicles												
Owned	63,56,546	-	59,53,546	-	4,03,000	34,10,382	8,40,340	38,95,651	-	3,55,071	47,929	29,46,164
Sub-total	63,56,546	-	59,53,546	-	4,03,000	34,10,382	8,40,340	38,95,651	-	3,55,071	47,929	29,46,164
Computer equipment												
Owned	16,49,121	-	-	-	16,49,121	16,01,884	29,835	-	-	16,31,719	17,402	47,237
Sub-total	16,49,121	-	-	-	16,49,121	16,01,884	29,835	-	-	16,31,719	17,402	47,237
Office equipment												
Owned	23,58,262	7,33,400	-	-	30,91,662	19,85,971	3,03,555	-	-	22,89,526	8,02,136	3,72,291
Sub-total	23,58,262	7,33,400	-	-	30,91,662	19,85,971	3,03,555	-	-	22,89,526	8,02,136	3,72,291
Total (I)	1,24,56,78,163	1,40,46,737	59,53,546	-	1,25,37,71,353	48,85,23,201	11,54,40,545	38,95,651	-	60,00,68,095	65,37,03,258	75,71,54,962
Intangible assets												
Computer software												
Acquired	1,50,000	-	-	-	1,50,000	68,226	20,444	-	-	88,670	61,330	81,774
Sub-total	1,50,000	-	-	-	1,50,000	68,226	20,444	-	-	88,670	61,330	81,774
Total (II)	1,50,000	-	-	-	1,50,000	68,226	20,444	-	-	88,670	61,330	81,774
Grand total (I)+(II)	1,24,58,28,163	1,40,46,737	59,53,546	-	1,25,39,21,353	48,85,91,427	11,54,60,989	38,95,651	-	60,01,56,765	65,37,64,588	75,72,36,736

11A. Property, plant and equipment												
Particulars	Gross Block					Depreciation/Amortization				Net Block		
	Opening as at 01/04/2019	Additions	Deductions	Other adjustments	As at 31/03/2020	Opening as at 01/04/2019	Depreciation/Amortization	Deductions	Other adjustments	As at 31/03/2020	As at 31/03/2020	As at 31/03/2019
Tangible assets												
Land												
Freehold	68,47,000	-	-	-	68,47,000	-	-	-	-	-	68,47,000	68,47,000
Sub-total	68,47,000	-	-	-	68,47,000	-	-	-	-	-	68,47,000	68,47,000
Buildings												
Owned	26,89,85,267	22,920	-	-	26,90,08,187	4,35,30,920	2,14,18,163	-	-	6,49,49,083	20,40,59,104	22,54,54,347
Sub-total	26,89,85,267	22,920	-	-	26,90,08,187	4,35,30,920	2,14,18,163	-	-	6,49,49,083	20,40,59,104	22,54,54,347
Plant and equipment												
Owned	91,54,06,669	34,50,760	-	-	91,88,57,429	27,91,98,481	10,86,05,309	-	-	38,78,03,791	53,10,53,638	63,62,08,187
Sub-total	91,54,06,669	34,50,760	-	-	91,88,57,429	27,91,98,481	10,86,05,309	-	-	38,78,03,791	53,10,53,638	63,62,08,187
Furniture and fixtures												
Owned	4,06,01,618	-	-	-	4,06,01,618	2,46,39,497	41,32,593	-	-	2,87,72,090	1,18,29,528	1,59,62,121
Sub-total	4,06,01,618	-	-	-	4,06,01,618	2,46,39,497	41,32,593	-	-	2,87,72,090	1,18,29,528	1,59,62,121
Motor vehicles												
Owned	63,56,546	-	-	-	63,56,546	20,72,463	13,37,919	-	-	34,10,382	29,46,164	42,84,083
Sub-total	63,56,546	-	-	-	63,56,546	20,72,463	13,37,919	-	-	34,10,382	29,46,164	42,84,083
Computer equipment												
Owned	16,27,155	21,966	-	-	16,49,121	15,30,287	71,596	-	-	16,01,884	47,237	96,868
Sub-total	16,27,155	21,966	-	-	16,49,121	15,30,287	71,596	-	-	16,01,884	47,237	96,868
Office equipment												
Owned	23,58,262	-	-	-	23,58,262	16,80,508	3,05,464	-	-	19,85,971	3,72,291	6,77,754
Sub-total	23,58,262	-	-	-	23,58,262	16,80,508	3,05,464	-	-	19,85,971	3,72,291	6,77,754
Total (I)	1,24,21,82,517	34,95,646	-	-	1,24,56,78,163	35,26,52,157	13,58,71,045	-	-	48,85,23,201	75,71,54,962	88,95,30,360
Intangible assets												
Computer software												
Acquired	1,50,000	-	-	-	1,50,000	40,967	27,258	-	-	68,226	81,774	1,09,033
Sub-total	1,50,000	-	-	-	1,50,000	40,967	27,258	-	-	68,226	81,774	1,09,033
Total (II)	1,50,000	-	-	-	1,50,000	40,967	27,258	-	-	68,226	81,774	1,09,033
Grand total (I)+(II)	1,24,23,32,517	34,95,646	-	-	1,24,58,28,163	35,26,93,124	13,58,98,303	-	-	48,85,91,427	75,72,36,736	88,96,39,393

