

General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeeboy Towers,  
Dalal Street, Mumbai - 400 001

May 25, 2024

Security Code : 532957  
Security ID : GOKAKTEX

**Subject : Outcome of Board Meeting held on May 26, 2023.**

**Compliance of Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the requirements of Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at their meeting held on May 25, 2024 have approved the Audited Standalone & Consolidated Financial Results for the quarter and financial year ended March 31, 2024.

A copy of the aforesaid Financial Results along with the Reports by Statutory Auditors of the Company, a declaration with regard to Auditors' Report with unmodified opinion on Standalone & Consolidated Financial Results is enclosed.

The Board meeting commenced at 1.00 P.M. and concluded at 6.30 P.M.

For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer

---

## **GOKAK TEXTILES LIMITED**

**Registered Office:** #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098

**Telephone No.:** +91 80 29744077 / 29744078 **Website:** [www.gokaktextiles.com](http://www.gokaktextiles.com)

**GSTIN:** 29AACCG8244P1ZX **CIN:** L17116KA2006PLC038839

General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeeboy Towers,  
Dalal Street, Mumbai - 400 001

May 25, 2024

Security Code : **532957**  
Security ID : **GOKAKTEX**

**Declaration with respect to Audit Report with unmodified opinion to the Audited Standalone & Consolidated Financial Results for the quarter and year ended March 31, 2024.**

Dear Sir,

We hereby declare that with respect to Audited Standalone & Consolidated Financial Results for the quarter and Financial Year ended March 31, 2024, approved by the Board of Directors of the Company at their meeting held on May 25, 2024, the Statutory Auditors, Batliboi & Purohit, Chartered Accountants have expressed unmodified opinion(s) in their Audit Report.

The above declaration is made pursuant to the Regulation 33(3) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Kindly take the above information on your record.

Yours faithfully,  
For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer

---

## **GOKAK TEXTILES LIMITED**

**Registered Office:** #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098  
**Telephone No.:** +91 80 29744077 / 29744078 **Website:** [www.gokaktextiles.com](http://www.gokaktextiles.com)  
**GSTIN:** 29AACCG8244P1ZX **CIN:** L17116KA2006PLC038839



General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeeboy Towers,  
Dalal Street, Mumbai - 400 001

May 25, 2024

Security Code : 532957  
Security ID : GOKAKTEX

**Subject : Outcome of Board Meeting held on May 25, 2024.**

**Compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Issuance of debentures and preference shares in terms of the sanctioned Scheme of Arrangement**

In terms of the Composite Scheme of Arrangement amongst Suryoday One Energy Private Limited (the 'Transferor Company') and Gokak Textiles Limited (the 'Transferee Company' or 'the Company') and their respective shareholders ('the Scheme') as approved and sanctioned by the Hon'ble Bengaluru Bench of National Company Law Tribunal (NCLT) vide Order dated April 24, 2024, the Board of Directors of the Company, have, today i.e May 25, 2024, approved the issuance of 23,58,10,000 7% cumulative debentures of face value of Rs.10/- each to Shapoorji Pallonji And Company Private Limited under part C of the Scheme and 4,25,60,000 fully paid-up 11% redeemable non-convertible cumulative non-participating preference shares of Rs. 10/- each to the eligible shareholders of Suryoday One Energy Private Limited ("SOEPL") as on record date i.e. May 22, 2024 under part D of the Scheme.

The said Debentures and Preference Shares are not proposed to be listed on stock exchanges.

For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer

---

## GOKAK TEXTILES LIMITED

**Registered Office:** #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098  
**Telephone No.:** +91 80 29744077 / 29744078 **Website:** www.gokaktextiles.com  
**GSTIN:** 29AACCG8244P1ZX **CIN:** L17116KA2006PLC038839

General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeeboy Towers,  
Dalal Street, Mumbai - 400 001

May 25, 2024

Security Code: **532957**  
Security ID : **GOKAKTEX**

Subject: Outcome of Board Meeting held on May 25, 2024.

Intimation of appointment of Secretarial, Internal and Cost Auditor of the Company for the Financial year 2024-25 pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the provisions of Regulation 30 and Part-A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of the Directors of the Company at their meeting held today i.e. May 25, 2024 has interalia considered and approved the following:-

1. Re-appointment of M/s KDSH & Associates LLP, Practicing Company Secretaries, Bengaluru (FCS 10056, COP: 12924) as Secretarial Auditor of the Company for the financial year 2024-25.
2. Re-appointment of M/s T R Chadha & Co LLP, Chartered Accountants, as Internal Auditors of the Company for the financial year 2024-25.
3. Re-Appointment of M/s M R Dekhtawala, Cost Accountants, (Membership No: 6919 Firm Registration No. 002315) as the Cost Auditors of the Company for the financial year 2024-25.

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as Annexure A.

For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer  
Encl: As above

---

## **GOKAK TEXTILES LIMITED**

**Registered Office:** #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098  
**Telephone No.:** +91 80 29744077 / 29744078 **Website:** www.gokaktextiles.com  
**GSTIN:** 29AACCG8244P1ZX **CIN:** L17116KA2006PLC038839

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No	Particulars	Secretarial Auditor	Internal Auditor	Cost Auditor
		M/s KDSH & Associates LLP, Practicing Company Secretaries	M/s T R Chadha & Co LLP, Chartered Accountants	M/s M R Dekhtawala, Cost Accountants
1	Reason for change viz. appointment, <del>resignation, removal, death or otherwise;</del>	Re-appointment	Re-appointment	Re-appointment
2	Date of appointment	May 25, 2024	May 25, 2024	May 25, 2024
3	Brief profile (in case of appointment)	<p>KDSH &amp; Associates LLP, Companies Secretaries is established by CS Kiran Desai and Shivaram Hegde.</p> <p>CS Kiran Desai is a Practicing Company Secretary having experience of more than 10 years. KDSH &amp; Associates LLP, specializes in providing services in Company Law, Securities Law, IPO, Secretarial Audit and specialization in due diligence other areas.</p>	<p>T R Chadha &amp; Co LLP - Being an elite chartered accountancy firm, with over 78 years of history, the firm has been providing industry expertise to numerous multinationals as well as reputed Indian companies.</p> <p>In May 1946, Mr. T. R. Chadha (Founder) laid down a solid foundation for the brand with an aim to provide comprehensive professional services to its clients. The firm has since been committed to offer wide array of services spanning across Assurance services, Internal Audit &amp; Risk Advisory, Direct, Indirect and international Taxation &amp; Consultancy Services. The Firm LLP identification number is AAF-3926.</p>	<p>M R Dekhtawala is a proprietary firm of Cost Accountants practicing in the field of Cost Accountancy &amp; Auditing, etc .</p>
4	Term of appointment	Appointed for the FY 2024-25	Appointed for the FY 2024-25	Appointed for the FY 2024-25
5	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable	Not Applicable

## GOKAK TEXTILES LIMITED

Registered Office: #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru - 560 098

Telephone No. : +91 80 29744077 / +91 80 29744078, www.gokaktextiles.com

GSTIN: 29AACCG8244P1ZX CIN: L17116KA2006PLC038839

**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

**Gokak Textiles Limited**  
**Statement of Audited Standalone Financial Results for the Quarter and Year ended March 31, 2024**

Particulars	(Rs. in Lakhs)				
	Quarter ended	Quarter ended	Quarter ended	Year ended	Year ended
	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	(Refer Note 2)	(Refer Note 2)	(Refer Note 2)	(Audited)	(Refer Note 2)
<b>1 Income</b>					
a) Revenue from operations	2,408.78	3,079.82	3,045.11	12,746.88	11,041.59
b) Other Income	226.37	169.50	95.92	715.45	408.29
<b>Total Income</b>	<b>2,635.15</b>	<b>3,249.32</b>	<b>3,141.03</b>	<b>13,462.33</b>	<b>11,449.88</b>
<b>2 Expenses</b>					
a) Cost of materials consumed	890.16	1,197.73	1,367.46	6,228.83	5,251.22
b) Changes in inventories of finished goods and work-in-progress	97.26	55.38	35.20	213.05	61.45
c) Employee benefits expense	711.32	720.89	751.05	2,911.39	2,707.72
d) Finance costs	357.84	734.17	159.23	2,501.54	2,420.86
e) Depreciation and amortisation expense	488.50	495.02	500.98	1,968.60	1,999.73
f) Power and Fuel Expenses	155.91	251.55	278.40	991.92	1,057.96
g) Other expenses	404.55	327.04	219.80	1,342.65	1,184.81
<b>Total expenses</b>	<b>3,105.54</b>	<b>3,781.78</b>	<b>3,312.12</b>	<b>16,157.98</b>	<b>14,683.75</b>
<b>3 Profit/(Loss) before Exceptional Items (1-2)</b>	<b>(470.39)</b>	<b>(532.46)</b>	<b>(171.09)</b>	<b>(2,695.65)</b>	<b>(3,233.87)</b>
4 Exceptional Items - Income (Refer Note 6 below)	-	-	-	938.95	-
<b>5 Profit/(Loss) before Tax (3-4)</b>	<b>(470.39)</b>	<b>(532.46)</b>	<b>(171.09)</b>	<b>(1,756.70)</b>	<b>(3,233.87)</b>
Current tax	-	-	-	-	-
Deferred tax	-	-	-	-	-
<b>6 Tax expense</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>7 Net Profit/(Loss) for the period/year (5-6)</b>	<b>(470.39)</b>	<b>(532.46)</b>	<b>(171.09)</b>	<b>(1,756.70)</b>	<b>(3,233.87)</b>
<b>8 Other Comprehensive Income</b>					
A (i) Items that will not be reclassified to profit or loss	75.94	-	66.60	75.94	66.60
(ii) Income tax relating to above	-	-	-	-	-
B (i) Items that will be reclassified to profit or loss	-	-	-	-	-
(ii) Income tax relating to above	-	-	-	-	-
<b>Other Comprehensive Income (Net of tax)</b>	<b>75.94</b>	<b>-</b>	<b>66.60</b>	<b>75.94</b>	<b>66.60</b>
<b>9 Total Comprehensive Income (7+8)</b>	<b>(394.45)</b>	<b>(532.46)</b>	<b>(104.49)</b>	<b>(1,680.76)</b>	<b>(3,167.27)</b>
10 Paid-up equity share capital (Face Value of Rs. 10 each)	649.93	649.93	649.93	649.93	649.93
11 Instruments entirely equity in nature	-	-	-	14,892.58	8,465.27
12 Other Equity	-	-	-	(11,950.77)	(10,270.01)
13 <b>Basic and diluted Earnings per share (In Rupees per share)</b>	<b>(7.24)</b>	<b>(8.19)</b>	<b>(2.63)</b>	<b>(27.03)</b>	<b>(49.76)</b>
See accompanying notes to the standalone financial results.					

1) The above standalone financial results for quarter and year ended March 31, 2024 ('the Results') of Gokak Textiles Limited ('the Company') which are published in accordance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 have been reviewed by the Audit Committee of the Board and are subsequently, taken on record by the Board of Directors of the Gokak Textiles Limited ('the Company') at their meeting held on May 25, 2024. The Results are in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013. The statutory auditors have expressed an unmodified audit opinion thereon.

2) The Hon'ble National Company Law Tribunal ('NCLT'), in its order dated April 24, 2024 ('the Order') approved the Composite Scheme of Arrangement for reduction of share capital and re-organisation of reserves of the Company and amalgamation (by way of absorption) of Suruyodaya One Energy Private Limited ('SOEPL' or 'transferor company') into the Company ('the Scheme').

Pursuant to the Order, the Appointed Date of the Scheme was fixed at April 01, 2022 and the Scheme has become effective from May 24, 2024 i.e. the last date on which the certified copy of the Order was filed with the Registrar of the Companies by the both amalgamating companies.

The amalgamation has been accounted by applying the principles as set out in Appendix C of IND AS 103 "Business Combinations" and in accordance with the Ministry of Corporate Affairs (MCA) circular dated August 21, 2019, the Company has considered the Appointed Date (i.e. April 01, 2022) as the date of amalgamation. Accordingly, the Company has prepared its financial results for the quarter and year ended March 31, 2024 after giving effect to the aforesaid Scheme. The figures for the previous quarter ended December 31, 2023, corresponding quarter and year ended March 31, 2023 ('Restated Period') have been restated to give effect to the Scheme with effect from the Appointed Date.

The figures for the Restated Periods differ from the figures previously published by the Company due to the effect of above mentioned Scheme and are certified by the Management of the Company but have not been subjected to limited review or audit by the statutory auditors of the Company. The Statement includes the financial results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year and the restated year to date figures up to the third quarter of the financial year which were not subject to limited review / audit by Auditors.

On approval of the Scheme, with effect from the Appointed Date:

(A) the Company has accounted an aggregated gain on the extinguishment and cancellation of the equity and debt components of the preference shares and write back of borrowings (subsequently re-classified as perpetual loan - equity instruments) pertaining to the Shapoorji Pallonji & Company Private Limited ('the Holding Company') directly into the opening Retained Earnings of the Company as at April 01, 2022 as follows:

Extinguishment of equity components / instruments wholly equity in nature / debt components	Amount (Rs. Lakhs)
Extinguishment of equity component the preference shares	15,417.23
Write back of borrowings (subsequently classified as loan- instruments wholly equity in nature)	6,548.06
Extinguishment of debt component the preference shares	3,519.94
<b>Aggregate gain on extinguishment and write-back</b>	<b>25,485.24</b>
Less: Fair value of the consideration as at Appointed Date (instruments entirely equity in nature)	990.40
<b>Net Gain accounted in opening retained earnings</b>	<b>24,494.84</b>



**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : [www.gokakmills.com](http://www.gokakmills.com)  
Visit Online : <https://gokaktrends.com>

The consideration, which payable by the way of issue of 23,58,10,000 fully paid-up 7% Perpetual Cumulative Debentures of face value Rs 10 each. As per the terms of the said debentures, the debentures are of perpetual tenor and the coupon and redemption of the debentures is solely at the discretion of the Company. Accordingly, the same are considered to be instruments wholly equity in nature as per Ind AS 32 / Ind AS 109.

(B) the Company has accounted for amalgamation of SOEPL as per pooling of interest method prescribed in the 'Appendix C of Ind AS 103 - Business combinations of entities under common control' by combining the assets, liabilities and reserves of the SOEPL at their carrying amounts with only such adjustments which are required to harmonise the accounting policies. The consideration for amalgamation is payable to the shareholders of SOEPL in the form of 4,25,60,000 fully paid-up 11% Redeemable Non-convertible Cumulative Preference Shares of face value Rs 10 each in proportion of their holdings in SOEPL on Record Date (i.e. May 22, 2024) as approved by the Board of Directors. The difference between the consideration issuable and the equity share capital of SOEPL (a debit balance) has been transferred to capital reserve on common control amalgamation as follows:

Particulars of balances of SOEPL as at Appointed Date	Amounts (Rs Lakhs)
Aggregate carrying amount of assets of SOEPL taken over	26,946.80
Aggregate carrying amount of liabilities of SOEPL taken over	27,078.39
Retained earnings of SOEPL taken over (Debit balance)	-3,631.59

Particulars	Amounts (Rs Lakhs)
Equity share capital of SOEPL cancelled	3,500.00
Purchase Consideration to be issued as per scheme	-4,256.00
<b>Capital Reserve (debit balance) on common control amalgamation</b>	<b>-756.00</b>

Disclosures as per 'Appendix C of the Ind AS 103 - Business combinations of entities under common control' are as hereunder:

(a) Names and general nature of business of the combining entities:

- Suryoday One Energy Private Limited ('Transferor') is engaged in the business of Solar Power generation
- Gokak Textiles Limited ('Transferee') is engaged in the business of Textiles

(b) Date on which the transferor obtains control of the transferee:

With effect from April 01, 2022 (i.e. the Appointed Date as per the Scheme)

(c) Description and number of shares issued to effect the business combination:

4,25,60,000 fully paid-up 11% Redeemable Non-convertible Cumulative Preference Shares of face value Rs 10 each in the ratio of 1,210 shares for each 1,000 equity shares of the transferor.

(d) Difference between the consideration and the value of net identifiable assets acquired, and the treatment thereof:

The difference of Rs. 756 Lakhs, being the excess of the consideration payable over the nominal amount of equity share capital of the transferor, has been accounted as capital reserve (debit balance) arising from amalgamation of common control entities.

3) The textile division of the Company has been facing slowdown in business and financial difficulties in managing its working capital requirements. The continuity of the operations of the Company's textile segment is dependent upon the continued operational and financial support of Shapoorji Pallonji & Company Private Limited ('the Holding Company'). The Management believes that the financial situation of its textile division will improve in the coming period. Further, the Scheme of merger of SOEPL (engaged in the business of solar power generation) and restructuring of the reserves of the Company as detailed in Note 2 above has been approved and effected as at March 31, 2024 which is expected to improve Company's financial position in the future. Accordingly and based on the support from the Holding Company, the financial results of the Company as a whole have been prepared on a going concern basis.

4) Subsequent to the merger of SOEPL, the Company, now, operates in two operating segments at standalone level, namely, Textiles and Power. Segment disclosures have been attached as an annexure to the Results. Further, the generation of power is largely dependent upon weather conditions and is seasonal in nature and accordingly, financial results for the Company's power segment for the different quarters during the period may not be directly comparable.

5) Consequent to the resignation of Mr. Ramesh Patil, Mr. Gautam Kumtakar has been appointed as Managing Director and Chief Executing Officer of the Company with effect from January 08, 2024 for a term of three years subject to the approval of the shareholders of the Company.

6) Exceptional item of Rs. 938.95 Lakhs during the year ended March 31, 2024 pertains to the reversal of provision which was carried by the Company over the previous years against demands/export obligations under certain EPCG licenses which has now been settled in favour of the Company with redemption of Letter of Undertaking (LUT) consequent to the submissions made by the Company to respective authorities.

7) During the year, the Company has entered into a 'Novation' agreement ('the Agreement') on August 29, 2023 which is effective from April 01, 2023 ('the effective date') in respect of transfer of the Inter-corporate-deposits (ICDs) aggregating to Rs. 6,427.30 lakhs (including interest) outstanding in the books of its subsidiary company Gokak Power and Energy Limited ('GPEL') repayable to the Holding Company. According to the said Agreement, the Company has assumed the ICD liabilities towards the Holding Company and obtained rights to the ICDs receivable from GPEL for the said ICDs from the effective date on existing terms. Accordingly, the Company recognised the ICD and accrued interest payable to the Holding Company and ICD given to GPEL for the aforesaid amount. Subsequent to the said Agreement, ICDs between the Company and the Holding Company and ICD between the Company and GPEL shall be subjected to the terms and conditions as mutually agreed between the respective lender and the borrower.

8) During the year, the Company has entered into an agreement with the Holding Company, where unsecured Inter-Corporate-Deposits ('ICD') having principal and interest accrued aggregating to Rs. 6,427.30 lakhs (which was transferred to the Company from its subsidiary company under the 'Novation' agreement as stated in Note 7 above) repayable on demand with interest rate of 11.50% per annum, are converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2023. The said Perpetual Loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company up to 11.50% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all existing amount borrowed or debt securities issued by the Company to any other person (other than the Holding Company itself) and shall be ranked only senior to the equity share capital of the Company. Based on the above terms, the Company does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company. Accordingly, the said Perpetual Loan has been re-classified as instruments entirely equity in nature.

Place: Mumbai  
Date: May 25, 2024

Gautam V. Kumtakar  
(CEO & MD) (DIN: 09791999)



**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

Gokak Textiles Limited			
Statement of Assets and Liabilities as at March 31, 2024			
(Rs. In Lakhs)			
Statement of Assets and Liabilities	Standalone		
	As at 31.03.2024	As at 31.03.2023	As at 01.04.2022
	(Audited)	(Refer Note 2)	
<b>Assets</b>			
<b>1 Non-current assets</b>			
a) Property, Plant and Equipment	23,514.57	25,939.05	27,906.66
b) Capital work-in-progress	0.54	-	-
c) Right of Use Assets	4.31	6.49	8.66
d) Investment Property	-	11.35	11.35
e) Intangible Assets	4.95	6.54	5.63
f) <b>Financial Assets:</b>			
i) Investments			
a) Investment in Subsidiary	2,499.00	2,499.00	2,499.00
b) Other Investment	0.03	0.03	0.03
ii) Loan to Subsidiary	5,990.57	-	-
iii) Other financial assets	1,415.13	1,335.44	1,289.00
g) Income tax assets (net)	152.08	77.05	83.63
h) Other non-current assets	571.32	597.53	618.72
<b>Total Non-current assets</b>	<b>34,152.50</b>	<b>30,472.48</b>	<b>32,422.18</b>
<b>2 Current assets</b>			
a) Inventories	1,281.75	1,571.19	1,599.29
b) <b>Financial Assets:</b>			
i) Trade receivables	1,149.32	787.58	642.99
ii) Cash and cash equivalents	683.04	287.18	1,834.28
iii) Bank balances other than (ii) above	124.82	119.71	2.84
iv) Other financial assets	17.54	38.39	24.25
c) Other current assets	64.80	67.45	80.20
d) Assets classified as held for sale	436.31	-	16.29
<b>Total Current assets</b>	<b>3,757.58</b>	<b>2,871.50</b>	<b>4,200.13</b>
<b>Total Assets</b>	<b>37,910.08</b>	<b>33,343.98</b>	<b>36,622.31</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	649.93	649.93	649.93
b) Instruments entirely equity in nature	14,882.98	8,455.67	990.40
c) Other equity	(11,941.17)	(10,260.41)	(7,093.14)
<b>Total Equity</b>	<b>3,591.74</b>	<b>(1,154.81)</b>	<b>(5,452.81)</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) <b>Financial liabilities:</b>			
i) Borrowings	24,386.57	23,714.03	28,623.67
ii) Lease Liabilities	5.58	9.41	13.25
iii) Other financial liabilities	162.50	31.50	31.50
b) Provisions	621.71	1,604.01	1,542.12
<b>Total Non-current liabilities</b>	<b>25,176.36</b>	<b>25,358.95</b>	<b>30,210.54</b>
<b>2 Current liabilities</b>			
a) <b>Financial liabilities:</b>			
i) Borrowings	1,552.53	1,344.53	1,077.46
ii) Lease Liabilities	3.84	3.26	2.17
iii) Trade payables			
- dues to Micro and small enterprises	13.18	15.48	16.02
- dues to other creditors	1,734.92	2,518.98	5,564.21
iv) Consideration to be issued for merger	4,256.00	4,256.00	4,256.00
v) Other financial liabilities	762.38	645.93	584.69
b) Provisions	130.99	153.38	152.15
c) Other current liabilities	688.14	202.28	211.87
<b>Total Current Liabilities</b>	<b>9,141.98</b>	<b>9,139.84</b>	<b>11,864.58</b>
<b>Total Liabilities</b>	<b>34,318.34</b>	<b>34,498.79</b>	<b>42,075.12</b>
<b>Total Equity and Liabilities</b>	<b>37,910.08</b>	<b>33,343.98</b>	<b>36,622.31</b>

Place: Mumbai  
Date: May 25, 2024

Gautam V. Kumtakar  
(CEO & MD) (DIN: 09791999)





**Mill Address :**  
Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

**STANDALONE STATEMENT OF CASH FLOWS FOR YEAR ENDED MARCH 31, 2024**

PARTICULARS	Year ended	Year ended
	March 31, 2024	March 31, 2023
	Rs. In lakhs	Rs. In lakhs
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before tax	(1,756.70)	(3,233.87)
<b>Adjustments for:</b>		
Depreciation and amortisation	1,968.60	1,999.73
Interest income	(537.25)	(78.18)
Finance cost	2,501.54	2,420.86
Net Loss / (Profit) on sale of fixed assets	13.69	(38.12)
Credit balances / excess provision written back	(3.46)	(62.62)
Expeptional Incomes (non-cash)	(938.95)	-
Provision for Doubtful Debts (net of recoveries)	93.75	0.61
<b>Operating profit / (loss) before working capital changes</b>	<b>1,341.22</b>	<b>1,008.41</b>
<b>Adjustments for :</b>		
(Increase)/ Decrease in Inventories	289.45	28.10
(Increase)/ Decrease in Trade Receivables	225.22	(145.20)
(Increase)/ Decrease in Other Financial Assets	(58.84)	(60.58)
(Increase)/ Decrease in Other Assesst	28.86	33.44
Increase/ (Decrease) in Trade payables	(782.90)	(2,983.15)
Increase/ (Decrease) in Other Financial Liabilities	247.45	61.24
Increase/ (Decrease) in Other Liabilities	(90.64)	(9.59)
Increase/ (Decrease) in Provisions	10.20	129.72
<b>Cash generated from operations</b>	<b>1,210.02</b>	<b>(1,937.61)</b>
Direct Taxes (paid) / refund	(75.03)	6.58
<b>Net cash flows from operating activities</b>	<b>1,134.99</b>	<b>(1,931.03)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets including CWIP	(14.61)	(26.30)
Sale of Fixed Assets including assets held for sale	35.06	49.85
Net Movement in bank balance not considered as cash and cash equivalents	(5.11)	(116.87)
Advance received against sale of Investment Property	576.50	-
Repayment of Loans (ICD) given to subsidiary	135.00	-
Interest received	116.06	78.18
<b>Net cash flows from investing activities</b>	<b>842.90</b>	<b>(15.15)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Insturment classified as entierly Equity - Perpetual Loan	-	700.00
Proceeds of Borrowings	1,000.00	15,913.36
Repayment of Borrowings	(972.71)	(13,417.55)
Payment of lease liabilities	(4.50)	(4.34)
Finance cost paid	(1,604.82)	(2,792.40)
<b>Net cash flows from financing activities</b>	<b>(1,582.03)</b>	<b>399.08</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>395.86</b>	<b>(1,547.10)</b>
Cash and Cash equivalents at the beginning of the year	287.18	1,834.28
<b>Cash and Cash equivalents at the end of the period</b>	<b>683.04</b>	<b>287.18</b>
<b>D. COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	2.28	1.64
Balances with banks in current accounts	680.77	285.54
	<b>683.04</b>	<b>287.18</b>

Place: Mumbai  
Date: May 25, 2024

Gautam V. Kumtakar  
( CEO & MD ) ( DIN: 09791999)



**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

Segment wise information of Standalone Financial Results:						(Rs. in Lakhs)
No.	Particulars	Quarter ended			Year ended	
		31.03.2024 (Refer Note 2)	31.12.2023 (Refer Note 2)	31.03.2023 (Refer Note 2)	31.03.2024 (Audited)	31.03.2023 (Refer Note 2)
<b>1 segment revenue</b>						
	textile	1,499.52	2,019.13	2,257.94	9,625.23	8,237.35
	power	1,208.48	1,282.04	954.45	4,163.11	3,324.03
	inter segment	(72.85)	(51.85)	(71.36)	(326.01)	(111.50)
	<b>Total Revenue</b>	<b>2,635.15</b>	<b>3,249.32</b>	<b>3,141.03</b>	<b>13,462.33</b>	<b>11,449.88</b>
<b>2 segment result (Profit before tax)</b>						
	textile	(469.00)	(479.38)	152.90	(1,386.86)	(2,251.83)
	power	(1.39)	(53.08)	(323.99)	(369.84)	(982.04)
	<b>Total profit before tax</b>	<b>(470.39)</b>	<b>(532.46)</b>	<b>(171.09)</b>	<b>(1,756.70)</b>	<b>(3,233.87)</b>
<b>3 segment assets</b>						
	textile	15,466.69	16,406.35	10,396.48	15,466.69	10,396.48
	power	22,536.32	23,772.22	23,045.00	22,443.39	22,947.50
	inter segment	-	-	-	-	-
	<b>Total assets</b>	<b>38,003.01</b>	<b>40,178.57</b>	<b>33,441.48</b>	<b>37,910.08</b>	<b>33,343.98</b>
<b>4 segment liabilities</b>						
	textile	9,464.88	16,584.11	9,297.31	9,464.88	9,297.32
	power	24,853.46	24,592.12	25,201.47	24,853.46	25,201.47
	inter segment	-	-	-	-	-
	<b>Total liabilities</b>	<b>34,318.34</b>	<b>41,176.23</b>	<b>34,498.78</b>	<b>34,318.34</b>	<b>34,498.79</b>
<b>5 Capital expenditures</b>						
	textile	-	3.67	8.70	14.07	28.43
	power	-	-	-	-	-
	<b>Total capital expenditure</b>	<b>-</b>	<b>3.67</b>	<b>8.70</b>	<b>14.07</b>	<b>28.43</b>
<b>6 Depreciation and amortisation</b>						
	textile	116.48	118.93	132.05	472.37	503.51
	power	372.02	376.09	368.93	1,496.23	1,496.22
	<b>Total depreciation and amortisation</b>	<b>488.50</b>	<b>495.02</b>	<b>500.98</b>	<b>1,968.60</b>	<b>1,999.73</b>

# BATLIBOI & PUROHIT

## Chartered Accountants

**Independent Auditor's Report on the Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**To the Board of Directors of Gokak Textiles Limited**  
**Report on the audit of the Standalone Financial Results**

### **Opinion**

We have audited the accompanying statement of standalone financial results of Gokak Textiles Limited ("the Company") for the year ended March 31, 2024 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- a) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- b) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information for the year ended March 31, 2024.

### **Basis for Opinion**

We conducted our audit of the Statement in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' 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 Statement under the provisions of the Act, 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 on the Statement.

### **Emphasis of matter**

We draw attention to Note 2 of the Statements which describes the Composite Scheme of Arrangement ('the Scheme') for reduction of share capital and re-organisation of reserves of the Company and amalgamation by absorption of Suryoday One Energy Private Limited with the Company, which has been approved by National Company Law Tribunal – Bengaluru Bench on April 24, 2024 with Appointed Date of April 01, 2022. The said Scheme became effective from May 24, 2024. Accordingly, the financial statements have been prepared after taking into consideration the effect of the provisions of the Scheme with effect from the Appointed Date and consequently, the corresponding figures have also been restated. Our opinion is not modified in respect of this matter.



**Management and Board of Directors' Responsibilities for the Standalone Financial Results**

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement 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 the Statement.

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

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement 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.

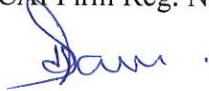
**Other Matters**

The Statement includes the financial results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year and the restated year to date figures up to the third quarter of the financial year which were not subject to limited review / audit by us. The Statement also includes the restated financial results for the quarter ended March 31, 2023 being the balancing figures between the restated figures in respect of the full financial year and the restated unaudited year to date figures up to the third quarter of that financial year which were not subject to limited review or audit by us.

**For BATLIBOI & PUROHIT**

Chartered Accountants

ICAI Firm Reg. No.101048W



**N. S. Gaur**

Partner

Membership No. 137138

ICAI UDIN: 24137138BKGEMT7426

Place: Mumbai

Date: May 25, 2024



**Mill Address :**  
Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

**Gokak Textiles Limited**  
**Statement of Audited Consolidated Financial Results for the Quarter and Year ended on March 31, 2024**

(Rs. in Lakhs)

Sr. No.	Particulars	Consolidated				
		Quarter ended	Quarter ended	Quarter ended	Year ended	Year ended
		31.03.2024 (Refer Note 2)	31.12.2023 (Refer Note 2)	31.03.2023 (Refer Note 2)	31.03.2024 (Audited)	31.03.2023 (Refer Note 2)
1	<b>Income</b>					
	a) Revenue from operations	2,426.58	3,173.22	3,033.61	13,105.89	11,561.50
	b) Other Income	154.58	55.75	95.97	295.52	413.85
	<b>Total Income</b>	<b>2,581.16</b>	<b>3,228.97</b>	<b>3,129.58</b>	<b>13,401.41</b>	<b>11,975.35</b>
2	<b>Expenses</b>					
	a) Cost of materials consumed	890.16	1,197.73	1,367.46	6,228.83	5,251.22
	b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	97.26	55.38	35.20	213.05	61.45
	c) Employee benefits expense	728.31	739.26	766.68	2,989.62	2,781.35
	d) Finance costs	371.77	748.18	288.37	2,557.56	2,971.20
	e) Depreciation and amortisation expense	515.29	522.03	526.83	2,076.07	2,104.59
	f) Power and Fuel Expenses	133.82	195.11	155.83	666.40	622.25
	g) Other expenses	429.26	354.84	272.32	1,552.24	1,362.38
	<b>Total expenses</b>	<b>3,165.87</b>	<b>3,812.53</b>	<b>3,412.69</b>	<b>16,283.77</b>	<b>15,154.44</b>
3	<b>Loss from Operations before Exceptional Items (1-2)</b>	<b>(584.71)</b>	<b>(583.54)</b>	<b>(283.11)</b>	<b>(2,882.36)</b>	<b>(3,179.09)</b>
4	Exceptional Items - Income (Refer Note 6 below)	-	-	-	938.95	212.35
5	<b>Loss from Ordinary activities Before Tax (3-4)</b>	<b>(584.71)</b>	<b>(583.54)</b>	<b>(283.11)</b>	<b>(1,943.41)</b>	<b>(2,966.74)</b>
	Current tax	-	-	-	-	-
	Deferred tax	-	-	-	-	-
6	<b>Tax expense</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
7	<b>Net Loss for the period (5-6)</b>	<b>(584.71)</b>	<b>(583.54)</b>	<b>(283.11)</b>	<b>(1,943.41)</b>	<b>(2,966.74)</b>
8	<b>Other Comprehensive Income (Net of tax)</b>					
	A (i) Items that will not be reclassified to profit or loss	75.81	-	64.69	75.81	64.69
	(ii) Income tax relating to items that will not be reclassified to	-	-	-	-	-
	B (i) Items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to pro	-	-	-	-	-
	<b>Other Comprehensive Income (Net of tax)</b>	<b>75.81</b>	<b>-</b>	<b>64.69</b>	<b>75.81</b>	<b>64.69</b>
9	<b>Total Comprehensive Income (7+8)</b>	<b>(508.91)</b>	<b>(583.54)</b>	<b>(218.42)</b>	<b>(1,867.61)</b>	<b>(2,902.05)</b>
10	<b>Profit for the year attributable to:</b>					
	- Owners of the Company	(1,020.68)	(530.92)	(398.09)	(2,194.86)	(3,049.52)
	- Non-Controlling Interest	435.98	(52.62)	114.98	251.44	82.78
		<b>(584.71)</b>	<b>(583.55)</b>	<b>(283.11)</b>	<b>(1,943.41)</b>	<b>(2,966.74)</b>
11	<b>Other comprehensive income for the year attributable to:</b>					
	- Owners of the Company	75.87	-	65.63	75.87	65.63
	- Non-Controlling Interest	(0.06)	-	(0.94)	(0.06)	(0.94)
		<b>75.81</b>	<b>-</b>	<b>64.69</b>	<b>75.81</b>	<b>64.69</b>
12	<b>Total comprehensive income for the year attributable to:</b>					
	-Owners of the Company	(944.81)	(530.92)	(332.46)	(2,118.99)	(2,983.89)
	-Non Controlling Interest	435.91	(52.62)	114.05	251.38	81.84
		<b>(508.90)</b>	<b>(583.55)</b>	<b>(218.42)</b>	<b>(1,867.61)</b>	<b>(2,902.05)</b>
13	<b>Paid-up equity share capital (Face Value of Rs. 10 each)</b>	649.93	649.93	649.93	649.93	649.93
14	<b>Instruments entirely equity in nature</b>				14,962.98	8,535.67
15	<b>Other equity</b>				(17,957.6E)	(15,838.68)
16	<b>Basic and diluted Earnings per share (In Rupees per share)</b>	(15.70)	(8.17)	(6.13)	(33.77)	(46.92)

See accompanying notes to the consolidated financial results.



**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX


**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

1) The above consolidated financial results for quarter and year ended March 31, 2024 ('the Results') of Holding Company Gokak Textiles Limited ("GTL") and its subsidiary (collectively referred to as 'the Group') which are published in accordance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 have been reviewed by the Audit Committee of the Board and subsequently taken on record by the Board of Directors of the Holding Company at their meeting held on May 25, 2024. The consolidated financial results are in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013. The statutory auditors have expressed an unmodified opinion on the above Consolidated Results.

2) The Hon'ble National Company Law Tribunal ('NCLT'), in its order dated April 24, 2024 ('the Order') approved the Composite Scheme of Arrangement for reduction of share capital and re-organisation of reserves of the GTL and amalgamation (by way of absorption) of Suroyoday One Energy Private Limited ("SOEPL" or "transferor company") into GTL ('the Scheme').

Pursuant to the Order, the Appointed Date of the Scheme was fixed at April 01, 2022 and the Scheme has become effective from May 24, 2024 i.e. the last date on which the certified copy of the Order was filed with the Registrar of the companies by the both amalgamating companies.

The amalgamation has been accounted by applying the principles as set out in Appendix C of IND AS 103 "Business Combinations" and in accordance with the Ministry of Corporate Affairs (MCA) circular dated August 21, 2019, the Group has considered the Appointed Date (i.e. April 01, 2022) as the date of amalgamation. Accordingly, the Group has prepared its consolidated financial results for the quarter and year ended March 31, 2024 after giving effect to the aforesaid Scheme. The figures for the previous quarter ended December 31, 2023, corresponding quarter and year ended March 31, 2023 ('Restated Period') have been restated to give effect to the Scheme with effect from the Appointed Date.

The figures for the Restated Periods differ from the figures previously published by the Group due to the effect of above mentioned Scheme and are On approval of the Scheme, with effect from the Appointed Date:

(A) the Group has accounted an aggregated gain on the extinguishment and cancellation of the equity and debt components of the preference shares and write back of borrowings (subsequently re-classified as perpetual loan - equity instruments) pertaining to the Shapoorji Pallonji & Company Private Limited ("SPCPL"), the Ultimate Holding Company of the Group, directly into the opening Retained Earnings of the Company as at April 01, 2022 as follows:

Extinguishment of equity components / instruments wholly equity in nature /	Amount (Rs. Lakhs)
Extinguishment of equity component the preference shares	15,417.23
Write back of borrowings (subsequently classified as loan- instruments wholly e	6,548.06
Extinguishment of debt component the preference shares	3,519.94
<b>Aggregate gain on extinguishment and write-back</b>	<b>25,485.24</b>
Less: Fair value of the consideration as at Appointed Date (instruments entirely	990.40
<b>Net Gain accounted in opening retained earnings</b>	<b>24,494.84</b>

The consideration, which payable by the way of issue of 23,58,10,000 fully paid-up 7% Perpetual Cumulative Debentures of face value Rs 10 each. As per the terms of the said debentures, the debentures are of perpetual tenor and the coupon and redemption of the debentures is solely at the discretion of the management of GTL. Accordingly, the same are considered to be instruments wholly equity in nature as per Ind AS 32 / Ind AS 109.

(B) the Group has accounted for amalgamation of SOEPL as per pooling of interest method prescribed in the 'Appendix C of Ind AS 103 - Business combinations of entities under common control' by combining the assets, liabilities and reserves of SOEPL at their carrying amounts with only such adjustments which are required to harmonise the accounting policies. The consideration for amalgamation is payable to the shareholders of SOEPL in the form of 4,25,60,000 fully paid-up 11% Redeemable Non-convertible Cumulative Preference Shares of face value Rs 10 each in proportion of their holdings in SOEPL on Record Date (i.e. May 22, 2024) as approved by the Board of Directors. The difference between the consideration issuable and the equity share capital of SOEPL (a debit balance) has been transferred to capital reserve on common control amalgamation as follows:

Particulars of balances of SOEPL as at Appointed Date	Amounts (Rs Lakhs)
Aggregate carrying amount of assets of SOEPL taken over	26,946.80
Aggregate carrying amount of liabilities of SOEPL taken over	27,078.39
<b>Retained earnings of SOEPL taken over (Debit balance)</b>	<b>-3,631.59</b>

Particulars	Amounts (Rs Lakhs)
Carrying amount of equity share capital of SOEPL cancelled	3,500.00
Purchase Consideration to be issued as per scheme	-4,256.00
<b>Capital Reserve (debit balance) on common control amalgamation</b>	<b>-756.00</b>





**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : [www.gokakmills.com](http://www.gokakmills.com)  
Visit Online : <https://gokaktrends.com>

Disclosures as per 'Appendix C of the Ind AS 103 - Business combinations of entities under common control' are as hereunder:

(a) Names and general nature of business of the combining entities:

- (i) Suryoday One Energy Private Limited ('Transferor') is engaged in the business of Solar Power generation.  
(ii) Gokak Textiles Limited ('Transferee') is engaged in the business of Textiles.

(b) Date on which the transferor obtains control of the transferee:

With effect from April 01, 2022 (i.e. the Appointed Date as per the Scheme)

(c) Description and number of shares issued to effect the business combination:

4,25,60,000 fully paid-up 11% Redeemable Non-convertible Cumulative Preference Shares of face value Rs 10 each in the ratio of 1,210 shares for each 1,000 equity shares of the transferor.

(d) Difference between the consideration and the value of net identifiable assets acquired, and the treatment thereof:

The difference of Rs. 756 Lakhs, being the excess of the consideration payable over the nominal amount of equity share capital of the transferor, has been accounted as capital reserve (debit balance) on arising from amalgamation of common control entities.

3) The textile division of the Group has been facing slowdown in business and financial difficulties in managing its working capital requirements. The continuity of the operations of the Group's textile segment is dependent upon the continued operational and financial support from SPCPL ('the Ultimate Holding Company') from time to time. The Management believes that the financial situation of its textile division will improve in the coming period. Further, the Scheme of merger SOEPL (engaged in the business of solar power generation) and restructuring of the reserves of GTL as detailed in Note 2 above has been approved and effected as at March 31, 2024 which is expected to improve the Group's financial position in the future. Accordingly and based on the support from the Ultimate Holding Company, the consolidated financial results of the Group as a whole have been prepared on a going concern basis.

4) The Group operates in two operating segments at consolidated level, namely, Textiles and Power. Segment disclosures have been attached as an annexure to the Consolidated Results. Further, the generation of power is largely dependent upon weather conditions and is seasonal in nature and accordingly, consolidated financial results for the Group's power segment for the different quarters during the period may not be directly comparable.

5) Consequent to the resignation of Mr. Ramesh Patil, Mr. Gautam Kumtakar has been appointed as Managing Director and Chief Executing Officer of GTL with effect from January 08, 2024 for a term of three years subject to the approval of the shareholders of GTL.

6) Exceptional item of Rs. 938.95 Lakhs during the year ended March 31, 2023 pertains to the reversal of provision which was carried by Group over the previous years against demands/export obligations under certain EPCG licenses which has now been settled in favour of the Group with redemption of Letter of Undertaking (LUT) consequent to the submissions made by the Group to respective authorities.

7) During the year, GTL entered into a 'Novation' agreement ('the Agreement') on August 29, 2023 which is effective from April 01, 2023 ('the effective

8) During the year, GTL has entered into an agreement with SPCPL i.e. the Ultimate Holding Company, where unsecured Inter-Corporate-Deposits ('ICD') having principal and interest accrued aggregating to Rs. 6,427.30 lakhs (which was transferred to GTL from its subsidiary company under the 'Novation' agreement as stated in Note 7 above) repayable on demand with interest rate of 11.50% per annum, are converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2023. The said Perpetual Loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of GTL. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of GTL up to 11.50% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all existing amount borrowed or debt securities issued by GTL to any other person (other than SPCPL itself) and shall be ranked only senior to the equity share capital of GTL. Based on the above terms, GTL does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of GTL. Accordingly, the said Perpetual Loan has been re-classified as instruments entirely equity in nature.

Place: Mumbai

Date: May 25, 2024

Gautam V. Kumtakar

( CEO & MD ) ( DIN: 09791999 )





**Mill Address :**  
Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

Consolidated Balance sheet as at March 31, 2024				
Statement of Assets and Liabilities		Consolidated		
		As at 31.03.2024	As at 31.03.2023	As at 01.04.2022
		Audited	(Refer Note 2)	
<b>Assets</b>				
1	<b>Non-current assets</b>			
	a) Property, Plant and Equipment	25,634.39	28,163.81	30,234.63
	b) Capital work-in-progress	5.95	-	-
	c) Investment Property	-	11.35	11.35
	d) Intangible Assets	4.95	6.54	5.63
	e) Right of Use Assets	4.31	6.49	8.66
	f) <b>Financial Assets:</b>			
	i) Investments			
	a) Other Investments	0.03	0.03	0.03
	ii) Other financial assets	1,414.13	1,334.44	1,288.02
	g) <b>Tax assets</b>			
	i) Deferred tax assets (net)	-	-	-
	ii) Income tax assets (net)	159.55	83.96	94.61
	h) Other non-current assets	611.26	598.03	618.97
	<b>Total Non-current assets</b>	<b>27,834.57</b>	<b>30,204.65</b>	<b>32,261.90</b>
2	<b>Current assets</b>			
	a) Inventories	1,290.00	1,581.31	1,609.69
	b) <b>Financial Assets:</b>			
	i) Trade receivables	1,179.50	795.10	710.22
	ii) Cash and cash equivalents	684.75	288.60	1,835.14
	iii) Bank balances other than (ii) above	124.82	119.71	794.90
	iv) Other financial assets	17.54	38.39	24.25
	c) Other current assets	89.24	101.52	124.58
	d) Assets classified as held for sale	436.31	-	16.29
	<b>Total Current assets</b>	<b>3,822.16</b>	<b>2,924.63</b>	<b>5,115.07</b>
	<b>Total Assets</b>	<b>31,656.73</b>	<b>33,129.28</b>	<b>37,376.97</b>
<b>Equity and Liabilities</b>				
<b>Equity</b>				
	a) Equity share capital	649.93	649.93	649.93
	b) Instruments entirely equity in nature	14,962.98	8,535.67	990.40
	c) Other equity	(17,957.66)	(15,838.68)	(12,854.77)
	<b>Equity attributable to owners of the Company</b>	<b>(2,344.75)</b>	<b>(6,653.08)</b>	<b>(11,214.44)</b>
	d) Non Controlling Interest	(1,210.47)	(1,461.85)	(1,543.71)
	<b>Total Equity</b>	<b>(3,555.22)</b>	<b>(8,114.93)</b>	<b>(12,758.15)</b>
<b>Liabilities</b>				
1	<b>Non-current liabilities</b>			
	a) <b>Financial liabilities:</b>			
	i) Borrowings	25,233.15	23,714.03	28,623.67
	ii) Lease Liabilities	5.58	9.41	13.25
	iii) Other financial liabilities	162.50	31.50	31.50
	b) Provisions	623.37	1,605.54	1,543.77
	<b>Total Non-current liabilities</b>	<b>26,024.60</b>	<b>25,360.48</b>	<b>30,212.19</b>
2	<b>Current liabilities</b>			
	a) <b>Financial liabilities:</b>			
	i) Borrowings	1,552.53	8,568.02	9,248.12
	ii) Lease Liabilities	3.84	3.26	2.17
	iii) Trade payables			
	dues to Micro & Small Enterprises	13.18	15.48	16.02
	dues to other creditors	1,698.18	1,954.19	5,404.00
	iv) Consideration to be issued for merger	4,256.00	4,256.00	4,256.00
	v) Other financial liabilities	783.29	663.65	610.48
	b) Provisions	142.37	163.35	160.57
	c) Other current liabilities	737.96	259.78	225.56
	<b>Total Current Liabilities</b>	<b>9,187.35</b>	<b>15,883.73</b>	<b>19,922.92</b>
	<b>Total Liabilities</b>	<b>35,211.95</b>	<b>41,244.21</b>	<b>50,135.11</b>
	<b>Total Equity and Liabilities</b>	<b>31,656.73</b>	<b>33,129.28</b>	<b>37,376.97</b>

Place: Mumbai  
Date: May 25, 2024

Gautam V. Kumtakar  
(CEO & MD) (DIN: 09791999)




**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**

	Year ended March 31, 2024 (Rs. In Lakhs)	Year ended March 31, 2023 (Rs. In Lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before tax	(1,943.41)	(2,966.74)
<b>Adjustments for:</b>		
Depreciation	2,076.07	2,104.59
Exceptional Items -Reversal of Provision	(938.95)	-
Interest income	(116.05)	(82.03)
Interest and financial charges	2,557.56	2,971.20
Loss / (Profit) on fixed assets / capital work in progress sold / written off	13.69	(38.12)
Credit balances / excess provision written back	(4.31)	(64.04)
Provision for Doubtful Debts (net of recoveries)	93.75	0.61
<b>Operating loss before working capital changes</b>	<b>1,738.35</b>	<b>1,925.47</b>
<b>Adjustments for :</b>		
(Increase)/ Decrease in Inventories	291.31	28.38
(Increase)/ Decrease in Trade and other assets	(537.93)	(102.05)
(Increase)/ Decrease in Provisions	11.60	129.25
Increase/ (Decrease) in Trade payables and other liabilities	(101.68)	(3,298.92)
<b>Cash generated from operations</b>	<b>1,401.65</b>	<b>(1,317.87)</b>
Direct Taxes (paid) / refund	(75.58)	10.65
<b>Net cash (used in) / from operating activities</b>	<b>1,326.07</b>	<b>(1,307.22)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets including CWIP and Intangible assets	(22.56)	(27.95)
Sale of Fixed Assets including assets held for sale	35.07	49.85
Advance received against sale of Investment Property	576.50	-
Net Movement in bank balance not considered as cash and cash equivalents	(5.11)	675.18
Interest received	116.05	82.03
<b>Net cash (used in)/ from investing activities</b>	<b>699.95</b>	<b>779.11</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from instruments classified as entirely equity - perpetual loan	-	780.00
Repayment of instruments entirely equity in nature - perpetual loans	-	(180.00)
Proceeds of Long/Short Term Borrowing	1,000.00	15,913.36
Repayment of Long/Short Term Borrowing	(972.71)	(14,652.44)
Lease rentals paid	(4.51)	(24.28)
Interest paid	(1,652.65)	(2,855.07)
<b>Net cash (used in)/from financing activities</b>	<b>(1,629.87)</b>	<b>(1,018.43)</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>396.16</b>	<b>(1,546.53)</b>
Cash and Cash equivalents at the beginning of the year	288.60	1,835.14
<b>Cash and Cash equivalents at the end of the year</b>	<b>684.75</b>	<b>288.60</b>
<b>D. COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	2.33	1.64
<b>Balances with banks:</b>		
- In current accounts	682.42	286.96
	<b>684.75</b>	<b>288.60</b>

Place: Mumbai  
Date: May 25, 2024

Gautam V. Kuntakar  
( CEO & MD ) ( DIN: 09791999)



**Mill Address :**

Gokak Falls - 591 308, Dist. Belagavi,  
Karnataka, India  
Tel. No. : +91-8332-285367  
CIN : L17116KA2006PLC038839  
GSTIN : 29AACCG8244P1ZX

**Registered Office :**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Cricle, Rajarajeshwari Nagar,  
Bengaluru - 560 098  
Tel. : +91 80 297 44 077 / 297 44 078  
Website : www.gokakmills.com  
Visit Online : https://gokaktrends.com

Segment wise information of Consolidated Financial Results:						
No.	Particulars	Quarter ended			Year ended	
		31.03.2024 (Refer Note 2)	31.12.2023 (Refer Note 2)	31.03.2023 (Refer Note 2)	31.03.2024 Audited	31.03.2023 (Refer Note 2)
<b>1</b>	<b>segment revenue</b>					
	textile	1,499.52	2,019.13	2,257.95	9,625.23	8,237.35
	electricity and power	1,249.08	1,432.81	1,065.76	4,849.96	4,285.82
	inter segment	(167.44)	(222.97)	(194.11)	(1,073.78)	(547.82)
	<b>Consolidated Revenue</b>	<b>2,581.16</b>	<b>3,228.97</b>	<b>3,129.59</b>	<b>13,401.41</b>	<b>11,975.35</b>
<b>2</b>	<b>segment result (Profit before tax)</b>					
	Textile	(469.00)	(479.38)	152.90	(1,386.86)	(2,251.83)
	Power	(115.71)	(104.16)	(436.01)	(556.55)	(714.91)
	<b>Consolidated profit before tax</b>	<b>(584.71)</b>	<b>(583.54)</b>	<b>(283.11)</b>	<b>(1,943.41)</b>	<b>(2,966.74)</b>
<b>3</b>	<b>segment assets</b>					
	Textile	12,967.42	7,266.10	7,897.22	12,967.42	7,897.22
	Power	24,727.92	26,773.24	25,811.29	24,727.92	25,811.29
	inter segment	(6,038.61)	(710.99)	(579.22)	(6,038.61)	(579.22)
	<b>Consolidated total assets</b>	<b>31,656.73</b>	<b>33,328.35</b>	<b>33,129.29</b>	<b>31,656.73</b>	<b>33,129.29</b>
<b>4</b>	<b>segment liabilities</b>					
	Textile	9,464.88	16,584.10	9,297.31	9,464.88	9,297.31
	Power	31,785.69	32,126.40	32,526.12	31,785.69	32,526.12
	inter segment	(6,038.61)	(7,351.98)	(579.22)	(6,038.61)	(579.22)
	<b>Consolidated total liabilities</b>	<b>35,211.95</b>	<b>41,358.53</b>	<b>41,244.21</b>	<b>35,211.95</b>	<b>41,244.21</b>
<b>5</b>	<b>Capital expenditures</b>					
	Textile	-	3.67	8.70	14.07	28.43
	Power	2.55	-	1.66	2.55	1.66
	<b>Total capital expenditure</b>	<b>2.55</b>	<b>-</b>	<b>10.36</b>	<b>16.62</b>	<b>30.09</b>
<b>6</b>	<b>Depreciation and amortisation</b>					
	Textile	116.47	118.93	132.05	472.37	503.50
	Power	398.82	403.10	394.78	1,603.71	1,601.09
	<b>Total depreciation and amortisation</b>	<b>515.29</b>	<b>522.03</b>	<b>526.83</b>	<b>2,076.08</b>	<b>2,104.59</b>

*Runtakar*  


# BATLIBOI & PUROHIT

## Chartered Accountants

**Independent Auditor's Report on the Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**To the Board of Directors of Gokak Textiles Limited**  
**Report on the audit of the Consolidated Financial Results**

### **Opinion**

We have audited the accompanying consolidated financial results of Gokak Textiles Limited the ('Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as 'the Group'), for the year ended March 31, 2024 (the "Statement") being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- a) include the annual financial results of one subsidiary Gokak Power and Energy Limited; and
- b) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- c) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net loss and other comprehensive income and other financial information of the Group for the year ended March 31, 2024.

### **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 ("the Act"). Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Results' section of our report. We are independent of the Group 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 Act, 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the Statement.

### **Emphasis of matter**

We draw attention to Note 2 of the Statements which describes the Composite Scheme of Arrangement ('the Scheme') for reduction of share capital and re-organisation of reserves of the Holding Company and amalgamation by absorption of Suryoday One Energy Private Limited with the Holding Company, which has been approved by National Company Law Tribunal – Bengaluru Bench on April 24, 2024 with Appointed Date of April 01, 2022. The said Scheme became effective from May 24, 2024. Accordingly, the consolidated financial statements have been prepared after taking into consideration the effect of the provisions of the Scheme with effect from the Appointed Date and consequently, the corresponding figures have also been restated. Our opinion is not modified in respect of this matter.



**Management and Board of Directors' Responsibilities for the Consolidated Financial Results**

These Statement been prepared on the basis of the consolidated annual financial statements. The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the consolidated net loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the Management and the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results 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 SA's 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 consolidated annual financial results.

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

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



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Group has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Statement made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 Statement 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company and the Subsidiary included in the Statement of which we are the independent auditors 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.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.



**Other Matters**

The Statement includes the consolidated financial results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year and the restated year to date figures up to the third quarter of the financial year which were not subject to limited review / audit by us. The Statement also includes the restated consolidated financial results for the quarter ended March 31, 2023 being the balancing figures between the restated figures in respect of the full financial year and the restated unaudited year to date figures up to the third quarter of that financial year which were not subject to limited review or audit by us.

**For BATLIBOI & PUROHIT**  
Chartered Accountants  
ICAI Firm Reg. No.101048W



**N. S. Gaur**

Partner

Membership No. 137138

ICAI UDIN: 24137138BKGEMU2632

Place: Mumbai

Date: May 25, 2024

