



# GUJARAT Hy-spin LTD

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Gundala Road Gundala GONDAL - 360311 P B No 22 Dist Rajkot Gujarat - India

Subject to GONDAL Jurisdiction

CIN: L17110GJ2011PLC063898

Ref: GHSL/CS/BSE/AGM 2024

Date: 03.09.2024

To,  
Corporate Governance Department  
BSE Limited (SME Platform)  
P. J. Towers, Dalal Street,  
Mumbai - 400001.

Script ID: GUJHYSPIN, Script Code: 540938

Sub: 14<sup>th</sup> Annual Report of the Company for the financial year 2023-34

Dear Sir,

In terms of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith the Annual Report along with Notice of 14<sup>th</sup> Annual General Meeting of the company for the financial year 2023-24, which is being sent to the shareholders by electronic mode.

The 14th Annual General Meeting (AGM) of the Company will be held on Monday, 30th September, 2024 at 11:00 AM at Register Office of the Company P.O. Box No.22, Gundala Road, Gondal, Dist – Rajkot – 360311. Gujarat.

Kindly take the same on your records.  
Thanking you.

Yours Faithfully,  
For, GUJARAT HY-SPIN LIMITED

Mr. Maganbhai Parvadiya  
Chairman & Whole-time Director  
DIN: 03190749

Encl: a/a

**FY  
2023-24**

**14th  
ANNUAL  
REPORT**

***GUJARAT HY-SPIN LIMITED***

# Company Information

## BOARD OF DIRECTORS

- Mr. Maganlal Parvadiya (DIN: 03190749)  
Chairman & Whole-time Director
- Mr. Chandulal Parvadiya (DIN: 03197876)  
Whole-time Director
- Mrs. Bindiya Ketankumar Parvadiya (DIN: 08210285)  
Non-Executive Director
- Mr. Anil Kumar (DIN: 08405909)  
Independent Director
- Mr. Niteshkumar Kantariya (DIN: 08405905)  
Independent Director

## Chief Financial Officer

- Mr. Paras Maganbhai Parvadiya

## Company Secretary & Compliance Officer

- CS Rakshit Jain (ACS 70575)

## Statutory Auditor

M/s. R P C & Co.,  
Chartered Accountants  
302, JP Sapphire, Nr. Aaykar Bhavan,  
Race Course Ring Road, Rajkot - 360001.  
FRN : 127123W M.No. 109132

## Bankers

STATE BANK OF INDIA

## **Secretarial Auditor**

M/s. S. V. Nadiyapara & Co.  
Practicing Company Secretary  
317, Business Edifice, Bhutkhana Chowk,  
Canal Road, Rajkot. - 360001.  
ACS 42126  
CP No. 15645

## **Register Office of the company, CIN, E-mail ID, Website**

GUJARAT HY-SPIN LIMITED  
P.O. Box No. 22, Gundala Road, Gondal.  
Dist - Rajkot -360311. Gujarat.

CIN : L17110GJ2011PLC063898  
Tel.: 02825-297170

e-mail: [info@gujarathyspin.com](mailto:info@gujarathyspin.com)  
web: [www.gujarathyspin.com](http://www.gujarathyspin.com)

## **REGISTRAR & SHARE TRANSFER AGENT**

BIGSHARE SERVICES PRIVATE LIMITED  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East)  
Mumbai - 400059. Maharashtra  
Ph. 022 62638200  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

## **Listing**

SCRIPT CODE: 540938  
SCRIPT ID: GUJHYSPIN  
ISIN: INE578V01013

BSE LIMITED – SME PLATFORM  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001.

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**DIRECTOR'S REPORT**  
**For the Financial Year ended on 31st March, 2024**

**TO THE MEMBERS OF**  
**GUJARAT HY-SPIN LIMITED**

Dear Shareholders,

The Directors have pleasure in presenting the 14<sup>th</sup> Annual Report along with the Audited Financial Statements for the year ended March 31, 2024.

**FINANCIAL HIGHLIGHTS**

The Company's Financial Performance, for the year ended March 31, 2024 is summarized below:

<b>Particulars</b>	<b>2023-24</b> <b>(Rs. In Lakhs)</b>	<b>2022-23</b> <b>(Rs. In Lakhs)</b>
Revenue from Operations	9176.28	6079.85
Other Income	257.71	202.42
<b>Total Income</b>	<b>9433.98</b>	<b>6282.27</b>
Cost of Materials Consumed	7587.93	5338.60
Employees Benefits Expense	343.31	263.52
Finance Cost	112.31	134.92
Depreciation & Amortization Exp.	185.87	231.21
Other Expenses	1284.70	832.81
<b>Profit / Loss Before Tax</b>	<b>14.88</b>	<b>(67.36)</b>
Current Tax	0.39	0
Deferred Tax	(2.32)	(13.37)
<b>Profit / Loss After Tax (PAT)</b>	<b>16.81</b>	<b>(54.00)</b>
<b>Earnings per Share</b> Basic & Diluted	<b>0.10</b>	<b>(0.32)</b>

**FINANCIAL PERFORMANCE**

During the Financial year 2023-24 the Company has earned revenue from operations of Rs.9176.28 lakhs as compared to previous year revenue from operation of Rs.6079.85 lakhs. The company has gain Net Profit of Rs.14.88 lakhs as compared previous year Net loss of Rs.67.36 Lacs.

## DECLARATION OF DIVIDEND AND TRANSFER OF AMOUNT TO RESERVES

The company do not recommend any dividends for the year ended 31<sup>st</sup> March, 2024. Moreover, no amount is being transferred to reserves during the financial year 2023-24.

## CHANGE IN THE NATURE OF BUSINESS

There are no changes in the nature of business of the Company during the year under Report. The Company is engaged in the business of manufacturing and processing of yarn.

## SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

As on 31<sup>st</sup> March, 2024, the Company does not have any Subsidiary, Associate or Joint Venture.

## CAPITAL STRUCTURE

The Authorised and Paid up Equity share Capital of the Company as on 31<sup>st</sup> March, 2024 was Rs.16,75,00,000/- (Rupees Sixteen Crore Seventy-Five lacs only) divided into 1,67,50,000 (One Crore Sixty-Seven Lacs Fifty Thousand) Equity Shares of Rs 10/- (Rupees Ten only) each. During the year, the Company has not issued any share with differential voting rights nor granted stock options or sweat equity or any convertible instrument.

## EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 uploaded on company's website [www.gujarathyspin.com](http://www.gujarathyspin.com)

## DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

The details of Directors and KMPs as on March 31, 2024 are as follows:

Sr. No.	Name of Directors / KMPs	Designation	Appointment Date
1	Mr. Maganlal Parvadiya	Chairman & Whole-time Director	01/02/2011
2	Mr. Chandulal Parvadia	Whole-time Director	01/02/2011
3	Mrs. Bindiya Ketankumar Parvadiya	Director	01/09/2018
4	Mr. Anil Kumar	Independent Director	08/04/2019
5	Mr. Niteshkumar Kantariya	Independent Director	08/04/2019
6	Mr. Paras Parvadiya	Chief Financial Officer	01/08/2016
7	CS Naresh Kanzariya	Company Secretary & Compliance officer	10/08/2020

➤ **Director liable to retire by rotation**

As per the provisions of Section 152 of the Companies Act, 2013, not less than two-third of the total number of Directors, other than Independent Directors shall be liable to retire by rotation. One-third of these Directors are required to retire every year and if eligible, these Directors qualify for re-appointment. At the ensuing AGM, Mrs. Bindiya Ketankumar Parvadiya (DIN: 08210285) Non-Executive Director, retires by rotation and being eligible, offers himself for re-appointment.

A detailed profile of Mrs. Bindiya Ketankumar Parvadiya (DIN:08210285) Non-Executive Director, along with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of the AGM.

➤ **Independent Directors**

The following are the Independent Directors of the Company:

1. Mr. Anil Kumar (DIN: 08405909)
2. Mr. Niteshkumar Kantariya (DIN: 08405905)
3. Mr. Mahendra Madhubhai Ghodasara (DIN 10763914)

The term of Mr. Anil Kumar (DIN: 08405909) as independent director has been completed as on 31.03.2024 and Mr. Mahendra Madhubhai Ghodasara (DIN: 10763914) has been appointed as Independent Director for the period of five years at the ensuing Annual General Meeting. Mr. Niteshkumar Kantariya (DIN: 08405905) has been re-appointed as Independent Director for second term of five years at the ensuing Annual General Meeting.

In terms of the definition of 'Independence' of Directors as prescribed under Clause 16 (1) (b) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 entered with Stock Exchange and Section 149(6) of the Companies Act, 2013. Company has obtained declaration from independent directors as per above Regulations.

## **COMMITTEES**

The Company has duly constituted the following mandatory Committees in terms of the provisions of the Companies Act, 2013 & SEBI (LODR) Regulations 2015 read with rules framed there under viz.

- a) Audit Committee**
- b) Nomination and Remuneration Committee**
- c) Stakeholders Relationship Committee**



➤ **Audit Committee**

The Audit Committee comprises of 2 Non-Executive Independent Directors and 1 Executive Director. The Composition of committee is in conformity with the listing regulations. As of March 31, 2024 the Audit committee of the Board of Directors of the Company comprises of 3 (Three) members namely:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anil Kumar	Chairman,	Independent Director
Mr. Niteshkumar Kantariya	Member	Independent Director
Mr. Maganlal Parvadiya	Member	Executive Director

During the year, the Committee met five times i.e. 29/05/2023, 02/09/2023, 09/11/2023, 05/01/2024, and 25/03/2024 and all the members are attended meetings. The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

➤ **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors. The Composition of committee is in conformity with the listing regulations. As of March 31, 2024 the Nomination and Remuneration committee of the Board of Directors of the Company comprises of 3 (Three) members namely:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anil Kumar	Chairman,	Independent Director
Mr. Niteshkumar Kantariya	Member	Independent Director
Mrs. Bindiya Ketankumar Parvadiya	Member	Non Executive

During the year, the Committee met two times i.e., 29/05/2023 and 25/03/2024 and all the members are attended meetings.

➤ **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee comprises of 1 Non-Executive Independent Directors and 2 Executive Director. The Composition of committee is in conformity with the listing regulations. As of March 31, 2024 the Stakeholders Relationship Committee of the Board of Directors of the Company comprises of 3 (Three) members namely:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Niteshkumar Kantariya	Chairman,	Independent Director
Mr. Maganlal Parvadiya	Member	Executive Director
Mr. Chandulal Parvadia	Member	Executive Director

During the year, the Committee met two times i.e., 29/05/2023 and 25/03/2024 and all the members are attended meetings.

### **BOARD EVALUATION**

Pursuant to the section 134 (3) (p) of Companies Act, 2013 read with Rule 8 (4) of Companies Accounts Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually, as well as the Board Committees.

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.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013, it is hereby confirmed that:

- a)** In the preparation of the annual accounts for the year ended on 31<sup>st</sup> March 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 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 31<sup>st</sup> March, 2024 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 Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d)** The Directors have prepared the annual accounts 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 are 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.

## **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on various issues, including strategy related matters pertaining to the business of the Company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation at the Meetings of the Company.

The Board meetings are held at least once in every quarter. The Board meetings are generally held at Registered Office of the Company. Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively.

During the year 2023-24, the Board met seven times i.e. 29/05/2023, 02/09/2023, 09/11/2023, 05/01/2024, and 25/03/2024 requisite quorum were present at the said meetings.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company, as well as steps taken by the Company to rectify instances of non-compliance.

## **INDEPENDENT DIRECTORS' MEETING**

The Independent Directors met on 22<sup>nd</sup> March 2024, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report for the year under review as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

## **AUDITORS**

### **(A) Statutory Auditor**

M/s. Mandaliya & Associates, Chartered Accountants (FRN: 131786W) was appointed as Statutory Auditors of the Company in the 12<sup>th</sup> Annual General Meeting of the Members to hold office until the conclusion of the 17th Annual General Meeting of the Company to be held in the calendar year 2027 at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors.

M/s. Mandaliya & Associates, Chartered Accountants (FRN: 131786W) was tender the resignation and to fill the casual vacancy caused by resignation of M/s. Mandaliya & Associates, Chartered Accountants on 04th May 2024. The Board of Directors at its meeting held on 13th May 2024 as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. RPC & Co., Chartered Accountants, (Firm Registration No. 127123W) as the Statutory Auditors of the Company for Single Term 5 (Five) year to hold office from the conclusion of this Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company to be held in the calendar year 2029 at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and out-of-pocket expenses.

M/s. RPC & Co., Chartered Accountants, (Firm Registration No. 127123W) Rajkot, have conveyed their consent and eligibility certificate to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Report given by M/s. RPC & Co., Chartered Accountants, (FRN:127123W) as Statutory Auditor on the financial statements of the Company for the financial year 2023-24 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed there under.

### **(B) Secretarial Auditors**

Pursuant to Section 204 of the Companies Act 2013, The Board has appointed M/s. S. V. Nadiyapara & Co. Practicing Company Secretary, Rajkot to conduct Secretarial Audit for the financial year 2023-24. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Secretarial Audit Report for the financial year ended March 31, 2024 is annexed herewith marked as “**Annexure A**” to

this Report. The Secretarial Audit Report submitted by them in the prescribed form MR-3.

Some observations by Secretarial Auditor under report for FY2023-24 are as under:

1. Company fails to appoint Internal Auditor as per provision of Section 138 of the Companies Act, 2013.

**Reply by Board:** Pursuant to Section 138 of the Companies Act, 2013, The Company has not appointed an Internal Auditor due to not meet any qualified professional as per the eligibilities mentioned under the Companies Act, 2013 to act as Internal Auditor. Further Company is in process to find qualified person and will appoint a professional to act as Internal Auditor in this year.

2. The Company has not deposited of professional tax of amounting Rs.5,35,000/- for the period up to September, 2023 and Short deduction of TDS and interest thereon of Rs,3,71,000/- for the financial year 2012-13 to 2018-19 with appropriate authorities.

**Reply by Board:** The delay in payment of professional tax and TDS has been occurred due to weak financial position of the Company. Management also strives to make payment of statutory dues in a timely manner.

3. The Company has no functional website as per regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Reply by Board:** The board take the note of comment and ensure that the website shall function at the earliest.

The management of the Company assure you to comply all the provisions of the applicable law in true spirit in future and is under process of making all the default good.

### **(C) Cost Audit**

Our Company does not fall under such class of company which required to Cost Audit. As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under report, the Company has not granted any loan or provided any guarantee or made any investment as specified in Section 186 (2) of the Companies Act, 2013. Hence no approval from the shareholders in this regard was required.

## **CORPORATE GOVERNANCE**

As per Regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Para C of Schedule V relating to Corporate Governance Report, shall not apply to company listed on SME Exchange. The Company being a company listed on BSE SME Platform, preparation of corporate governance is not applicable. Although relevant information is provided in the Board's Report.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company is not falling under the criteria as mentioned in Section 135 of the Companies Act, 2013 which specifies the requirement of forming the Corporate Social Responsibility Committee.

## **RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE F.Y.2023-24.**

During the year under report no remuneration has been paid by the Company to the directors, therefore information required pursuant to section 197 (12) read with Rule 5 (1) (i) of the Companies (Appointment and Remuneration) Rules 2014 in respect of ratio of remuneration of each director to the median remuneration of the employee of the Company for the financial year 2023-24 not required to disclose.

## **COMPANY'S POLICY ON DIRECTORS APPOINTMENT, NOMINATION, REMUNERATION AND FORMAL EVALUATION**

Pursuant to provisions of Section 178 (1) of the Companies Act, 2013, the Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, nomination, appointment and remuneration of Directors suitably containing the criteria determining qualifications, positive attributes and independence of a Director.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

The Company had entered into transactions with related party in the previous years on continues basis in the ordinary course of business. All the information of transactions with related parties pursuant to section 134(3) (h) of the act read with Rule 8 (2) of Companies (Accounts) Rules, 2014 are provide in Form AOC-2. **"Annexure – B"**

## **RISK MANAGEMENT POLICY**

Risk management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risk for the business. Company's risk management is embedded in the business processes and thereby reduces the risk to its possible extent. The Board periodically reviews the operations of the Company and identifies the risk / potential risk,

if any to the Company and implement the necessary course of action(s) which the Board deems fit in the best interest of the Company. Further almost all the business operations are being carried out directly under the supervision and control of the Director leaving no scope of any fraud or irregularities.

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires per-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has adopted a vigil mechanism under Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers ) Rule, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy to provide a mechanism to its directors, employees and other stakeholders to raise concerns violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as per Section 134 (3) (m) of the Companies Act, 2013 and the Rule 8(3) of the Companies (Accounts) Rules, 2014 as under:

#### **A) Conservation of energy:**

The Company regularly reviews measures to be taken for energy conservation, consumption and its effective utilization. Additionally, due to consideration is given for selection of energy efficient plant & machinery while undertaking manufacturing capacity expansion, modernization & up gradation.

#### **(B) Technology absorption:**

(i) The efforts made towards technology absorption are:

- Identification and sourcing of new and alternate materials for ensuring quality improvement and cost competitiveness

- Modernization and technological up gradation of plant & equipments.
- Optimisation of raw material utilisation, process engineering and reduction of wastage.

(ii) The benefits derived like cost reduction, product development:

- Enhanced productivity and overall operational efficiency.
- Improved cost competitiveness.

### **(C) Foreign exchange earnings and Outgo:**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows as follows:

- i) Earnings by way of Exports : NIL
- ii) Outgo by way of Imports : NIL

### **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions or events on these items during the year under review:

(a) The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has granted stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible in to equity shares of the Company as on 31st March, 2024.

(b) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and its operations in future.

(c) The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at work place and has also constituted an Internal Complaints Committee in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.



## **ACKNOWLEDGEMENT**

The Board desires to place on record its grateful appreciation for the excellent assistance and co-operation received from the Central and State Government and continued support extended to the Company by the bankers, investors, suppliers, esteemed customers and other business associates. Your Directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

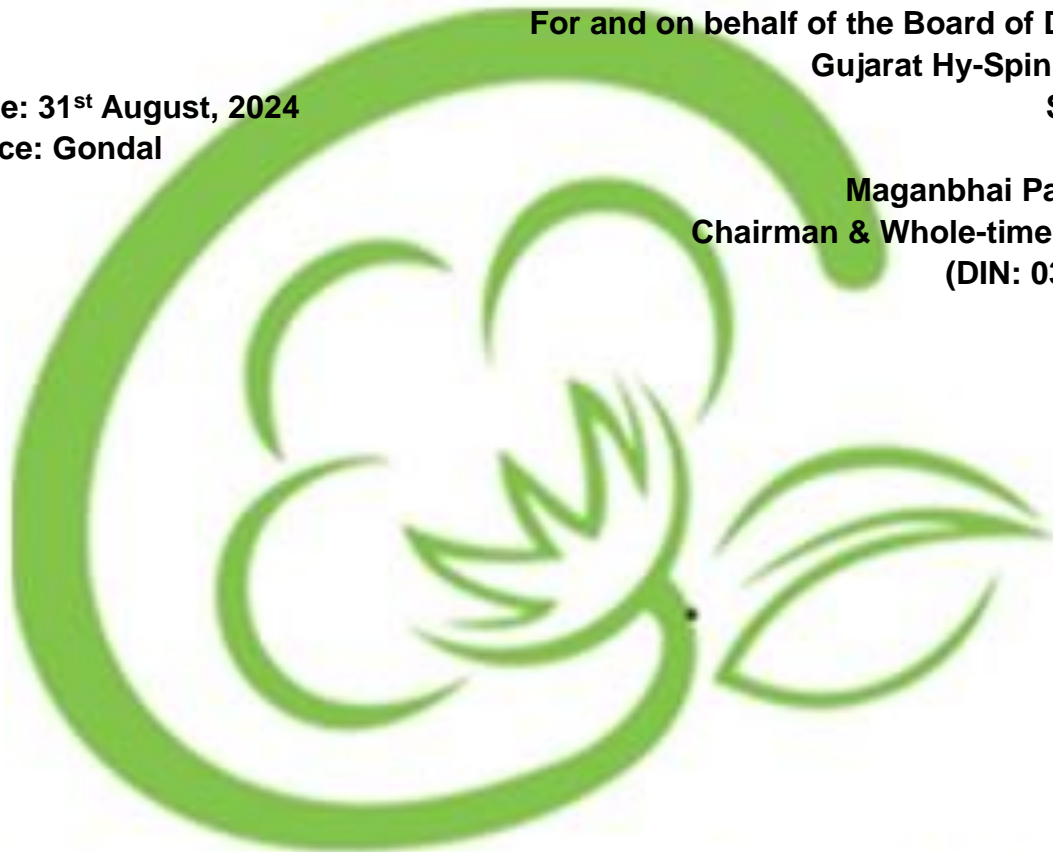
**For and on behalf of the Board of Directors  
Gujarat Hy-Spin Limited,**

**Sd/-**

**Date: 31<sup>st</sup> August, 2024**

**Place: Gondal**

**Maganbhai Parvadiya  
Chairman & Whole-time Director  
(DIN: 03190749)**



**GUJARAT Hy-spin LTD.**

**“Annexure A”**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
*For The Financial Year Ended 31<sup>st</sup> March 2024*  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies*  
*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Gujarat Hy-Spin Limited**  
Gondal.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Hy-Spin 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 my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided, explanation furnished and documents produced by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations & Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
  - e. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f. December 1, 2015).
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the company has not issued any debt securities;**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the Year under review;**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review.**
- VI. The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on the sector/industry, are:
- 1. Factories Act, 1948
  - 2. The Minimum Wages Act 1948
  - 3. Employees Provident Fund Act, 1952
  - 4. Central Goods and Services Tax Act, 2017;
  - 5. Integrated Goods and Services Tax Act, 2017
  - 6. State Goods and Services Tax Act, 2017
  - 7. The Minimum Wages Act 1948
  - 8. Income Tax Act, 1961
  - 9. Indian Contract Act, 1872;
  - 10. Negotiable Instrument Act, 1881

We relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the above laws applicable specifically to the Company

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India,
- ii) The Listing Agreements entered into by the Company with the BSE Limited. (SME Platform)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as under.

- *The Company has not appointed Internal Auditor as per provision of Section 138 of the Companies Act, 2013*
- *The Company has no functional website as per regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- *The Company has not deposited Professional tax of amounting Rs. 5,35,000/- for the period up to September, 2023 and Short deduction of TDS and Interest thereon amounting to Rs.3,71,000/- up to financial year 2018-19 with appropriate authorities.*

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year, if any, under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1 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
- Decisions at the Board Meetings, as represented by the management and recorded in minutes.
- That the company has not filed/filed some form late in time with additional fees to Registrar of Companies/Regional Director/Central Government under The Companies Act, 2013. The Management clarified that it is a procedural lapse only.

There is still scope to improve the systems and processes in the company and operations of the company to commensurate with the size and operations of the Company to monitor and ensure Compliance with applicable laws, rules, regulations and guidelines.

I, further report that the compliance by the Company of applicable financial laws, rules, regulations, guidelines, notifications, circulars, directives including but not limited to direct and indirect tax laws, Accounting Standards etc. has not been reviewed in my Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

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

**Place: Rajkot**

**Date: 21<sup>st</sup> August, 2024**

**For, S. V. Nadiyapara & Co.**

**Sd/-**

**Proprietor**

**(ACS 42126) (C.P. No.15645)**

**UDIN : A042126F001017199**

**PR No.1785/2022**

**ANNEXURE –A**

To,  
The Members,  
Gujarat Hy - Spin Limited  
Rajkot.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on the 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 the Secretarial records. The verification was done on test basis and in random manner to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Rajkot**

**Date: 21<sup>st</sup> August, 2024**

**For, S. V. Nadiyapara & Co.**

**Sd/-**

**Proprietor**

**(ACS 42126) (C.P. No.15645)**

**UDIN : A042126F001017199**

**PR No.1785/2022**

**“Annexure - B”**

**Form No. AOC-2**

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

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto (Pursuant to section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**A. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2024, which were not at arm's length basis.

Sr. No.	Particular	Details
01.	Name(s) of the related party and nature of relationship	No such transactions entered into during the F.Y. 2023-24.
02.	Nature of contracts/arrangements/transactions	
03.	Duration of the contracts/arrangements/transactions	
04.	Salient terms of the contracts or arrangements or transactions including the value, if any	
05.	Justification for entering into such contracts or arrangements or transactions	
06.	Date(s) of approval by the Board	
07.	Amount paid as advances, if any	
08.	Date on which the resolution was passed in general meeting as required under first proviso to section 188	

**B. Details of material contracts or arrangement or transactions at arm's length basis: Refer Note below**

Sr. No.	Particular	Details
01.	Name(s) of the related party and nature of relationship	No such transactions entered into during the F.Y. 2023-24.
02.	Nature of contracts/arrangements/transactions	
03.	Duration of the contracts/arrangements/transactions	
04.	Salient terms of the contracts or arrangements or transactions including the value, if any	
05.	Justification for entering into such contracts or arrangements or transactions	
06.	Date(s) of approval by the Board	
07.	Amount paid as advances, if any	

08.	Date on which the resolution was passed in general meeting as required under first proviso to section 188	
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**Note:** The Company has entered into the transactions referred to in Section 188 of the Companies Act, 2013 with related parties. However said transactions has not exceeded the limit which may require approval of the Company as provided under Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and accordingly the said transaction cannot be considered as material related party transactions requiring its disclosure in Form AOC- 2. As a part of good governance, compliances and disclosure norms, the Company has entered into the said transaction with the related parties by passing omnibus resolutions in the Audit Committee Meeting.

**Date: 31<sup>st</sup> August, 2024**

**Place: Gondal**

**For and on behalf of the Board of Directors  
Gujarat Hy-Spin Limited,**

**Sd/-**

**Maganbhai Parvadiya  
Chairman & Whole-time Director  
(DIN: 03190749)**



**GUJARAT Hy-spin Ltd.**

# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Our company was incorporated in the year 2011 as “Gujarat Hy-spin Private Limited” and subsequently converted into public limited in the year 2017. In the year 2018 company came out with public offer by way of offer for sale and listed its securities on SME platform of BSE. Our Company, “Gujarat Hy-spin Limited” is engaged in manufacturing and processing of yarn.

Gujarat Hy-spin Limited is a leading player in the field of yarn manufacturing. Gujarat Hy-spin provides special types of threads in the garment industry. Our technical expertise, reliability, flexibility of production helps us to have an upper hand in this field.

We believe in manufacturing and delivering quality products and our manufacturing process is under supervision by qualified person. At Company, we desire to demonstrate its capability to provide various products conforming to needs of its customers. We aim satisfy the needs of customers including product requirements, the regulatory authorities and accreditation bodies and to achieve customer satisfaction by maintaining the best standards at all level from procurement to dispatch.

## 2. OPPORTUNITIES AND THREATS

We believe our senior management team is able to leverage our market position and their collective experience and knowledge in the industry, to execute our business strategies and drive our future growth. In addition, we believe the strength and entrepreneurial vision of our Promoters and senior management has been instrumental in driving our growth and implementing our strategies. We believe our position as a yarn manufacturing Company represents a significant competitive advantage in attracting and retaining high-quality talent.

Our Company has adequate production capacity to meet an increase in demand. We believe our business model, together with our quality control measures, and efficient management systems optimize our cost structure and ensure quality products. The Company has been sourcing major portion of raw material from its promoter group entity Gujarat ginning and oil Industries thus may enjoy favorable terms in both price as well as supplies.

We believe that we are a quality focused company. We are committed to maintain quality for the satisfaction of our customer. We have established a quality control team which has the responsibility to ensure compliance with manufacturing practices.

## 3. FINANCIAL PERFORMANCE

It was an unprecedentedly challenging year. But our agile management of the business environment and focused approach to fulfillment needs helped us record strong growth.

The key highlights of financial performance are as under:

**Revenue from operations:** Revenue from operations stood at 9176.28 Lacs in FY 2024 against 6079.85 Lacs in FY 2023. Other operating income is 257.71 Lacs.



**Profit / Loss before Tax:** Profit before tax for the FY 2024 was Rs.14.88 lacs compared to loss of Rs.(67.36) Lacs in the previous FY 2023.

**Net Profit / Loss:** Profit after Tax (PAT) of Rs.16.81 Lacs in FY 2024 as compared to the Net Loss was Rs.(54.00) Lacs in FY 2023

#### 4. RISK & CONCERNS

The Company's well-established process of risk management includes identification of design gaps, analysis and assessment of various risks, formulation of risk mitigation strategies and implementation of the same to minimize the impact of such risks on the operations. The process ensures that new risks, which might arise, or the impact of existing risks which might have increased, are identified and a strategy is put in place for mitigating such risks.

Company embraces a risk management portfolio for forecasting and mitigating the impact of internal and external risk factors. The internal risks which are mainly associated with the operations of the Company and the external risks which are linked with the economic and market volatilities are stated below:

##### Internal Risks:

- **Working Capital Risk:** Company caters to the textile segments, which largely depends on the economy. Therefore, any setback in the economy directly impinges on the demand emerging from these industrial segments. The risk of economic downturn could lead to fund scarcity and delayed realization of receivables which in turn would affect the working capital requirements of Company. Company gives priority to the customers who have sound financial locus standing. Company closely monitors the working capital requirements by constant follow up on receivables and maintaining lean and symmetric inventories.
- **Operational Risk:** It related to people, processes, systems and external factors have a potential risk on your Company's performance. To reduce such risk, your Company has a risk-review policy in all areas of operations.
- **Technology Risk:** Company is agile on the technology frontier by constantly reviewing new technology in terms of production and process to avoid obsolescence. The Company has a background of constantly upgrading the technology to maintain its position at par with international players and remain ahead of its peers in the home-turf.

##### External Risks:

- **Competition Risk:** The risk involves entry barriers which are gradually being made more stringent by the customers to screen out several players. Company is addressing to the quality conscious customers to retain its market share.
- **Market Demand Risk:** The Government policies have a direct bearing on the demand from the various market segments. Company has a broad base clientele, flexible manufacturing set-up, therefore, it can somewhat off-set the cyclical or depressed demand of affected segment with the other segments. From time-to-time, the Company makes changes in its product-mix to suit the order and demand pattern.
- **Customer Risk:** To mitigate these risks, your Company maintains constant touch with its clientele to understand and deliver products and services aligned to its changing priorities. Your Company has built a reputation as a preferred supplier with most of its

customers by creating a quality trust in a bid to protect itself from competition and entry of new players.

## 5. INTERNAL CONTROL SYSTEMS

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported. The Company has an adequate system of internal control in place, which assures of:

- Authorization, recording, analyzing and reporting of transactions.
- Recording and adequate safeguarding of assets.
- Upkeep of accounting records and trustworthiness of financial information.
- Audit Committee of the Board which monitors and reviews all risks and control issues and financial matters.
- Computerized and integrated financial and accounting functions, information feedback system of process parameters and backtracking from finished products to raw material stage.
- Routine evaluation of all financial operating and information technology system.

## 6. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

**For and on behalf of the Board of Directors  
Gujarat Hy-Spin Limited,**

**Date: 31<sup>st</sup> August 2024  
Place: Gondal**

**Sd/-  
Maganbhai Parvadiya  
Chairman & Whole-time Director  
(DIN: 03190749)**

**GUJARAT Hy-spin LTD**

## Independent Auditor's Report

To,  
**THE MEMBERS OF  
GUJARAT HY-SPIN LIMITED.**  
Report on the Financial Statements

### Opinion

We have audited the accompanying financial statements of **GUJARAT HY-SPIN LIMITED** (*“the Company”*) which comprises the Balance Sheet as at **March 31, 2024**, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “financial statements”).

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, 2024**, 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.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and We do not provide a separate opinion on these matters

### Emphasis of Matter

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. 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, 2024.

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. 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, 2024.

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 Company's annual report but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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, the Management and 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 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 with reference to financial statements 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 and the Board of Directors.

4. Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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, where applicable, 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, where applicable, 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**

1. As required by the Companies (Auditor's Report) Order, 2020 ("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.
2. A. 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 except for the matters stated in Paragraph 2B (f) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.
  - 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, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, 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 the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- B. 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:

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. 1) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
2) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (1) and (2) above, contain any material misstatement.
- e. The Company has not paid or declared any dividend during the year and hence, the provisions of Section 123 of the Act are not applicable to the Company.
- f. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023.

Based on our examination which included test checks, the Company has used software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has not operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, the audit trail (edit log) facility has not maintained during the year, therefore we are unable to comment in case of any instance of the audit trail feature being tampered with.

- C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, 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.

**For R P C & Co.**  
**Chartered Accountants**  
**Reg. No. 121723W**

**Date: 25/05/2024**  
**Place: Rajkot**  
**UDIN: 24109132BKAEJR4723**

**(Prashant J Tilala)**  
**Partner**  
**M.No. 109132**

## 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 GUJARAT HY-SPIN LIMITED on the financial statements as of and for the year ended March 31, 2024

- (i) (a) In respect of its property, plant, and equipment:
- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property and plant and equipment.
- (B) The Company does not have any intangible assets and hence, is not required to maintain records for the same.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, plant and equipment are verified in a phased manner over a period of one year. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its Assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/transfer deed/conveyance deed, we report that the title deeds, comprising all the immovable properties of land and acquired buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of acquired land that have been taken on lease in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (d) The Company has not revalued its Property, Plant, and Equipment during the reporting period and hence, clause (i)(d) of the CARO, 2020 is not applicable.
- (e) As explained to us by the management of the Company, there have not been any proceedings initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder during the current reporting period or as at the balance sheet date.
- (ii) (a) As explained to us, the inventories excluding stocks with other third parties, if any, were physically verified during the reporting period by the Management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of inventory lying with other third parties, if any, confirmations were obtained by the Management for substantial portions of stocks held by them at the year-end.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows.

Name of Bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in a quarterly statement	Amount of difference between Book to Statement
State Bank of India	Sep-22	Stock	400.66	1591.93	(1191.26)
		Debtors	1431.29	1460.50	(29.21)
		Creditor	222.18	214.23	7.95
State Bank of India	Mar-23	Stock	1021.38	1298.33	(276.95)

		Debtors	708.16	748.46	(40.30)
		Creditor	234.46	172.41	62.05
State Bank of India	Jun-23	Creditor	232.35	175.58	56.76
State Bank of India	Sep-23	Stock	803.23	1275.85	(472.63)
		Debtors	745.34	993.98	(248.64)
		Creditor	189.16	180.84	8.31
State Bank of India	Dec-23	Debtors	804.01	819.52	(15.51)
State Bank of India	Mar-24	Stock	1237.31	1326.94	(89.64)
		Debtors	780.22	783.01	(2.79)
		Creditor	500.77	130.28	370.49

- (iii) In our opinion, the Company has not provided any loan/guarantee/security/investment to any party, and hence, reporting under clause (iii)(a), (b), (c), (d), (e), and (f) of the CARO, 2020 is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans, investments, or provided any guarantees, and hence, the provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable to the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the current reporting period in terms of provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- (vi) In our opinion, the provisions for maintenance of cost records under section 148(1) of the Companies Act, 2013 are not applicable to the Company.
- (vii) In our opinion and according to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues applicable to it to the appropriate authorities. There were no undisputed amounts payable in arrears as of the balance sheet date for a period of more than six months from the date they became payable except for details as provided hereunder.

Name of Statute	Nature of the Dues	Amount in Rs. Lakhs	The period to which the amount relates	Date of Payment
The Gujarat Professional Tax	Professional Tax	5.35	From FY 2017-18 to September 2023	Not Yet Paid
Income Tax	Short Deduction of TDS and Interest thereon	3.71	FY 2012-13 to FY 2018-19	Not Yet Paid

- (b) The Company does not have any statutory dues which have not been deposited on account of disputes:
- (viii) According to the information and explanations given to us, the Company does not have any transactions, which were not recorded in the books of accounts and which have been surrendered or disclosed as income during the current reporting period in the tax assessments under the Income-tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions or banks. The Company has not taken any loans or borrowings from the government.



- (b) In our opinion and according to the information and explanations given to us, the Company has not been declared as a willful defaulter by any bank, financial institution, or other lender during the reporting period.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans during the current reporting period.
- (d) The Company has not raised any funds on a short-term basis, and hence, clause (ix)(d) of CARO, 2020 is not applicable.
- (e) The Company does not have any associate, subsidiary, or joint venture, and hence, clause (ix)(e) of CARO, 2020 is not applicable.
- (f) The Company does not have any associate, subsidiary, or joint venture, and hence, clause (ix)(e) of CARO, 2020 is not applicable.
- (x) (a) During the current reporting period, the Company has not raised funds by way of an initial public offer or further public offer (including debt instruments), and hence reporting under clause (x)(a) of CARO 2020 is not applicable to the Company.
- (b) During the current reporting period, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, and hence reporting under clause (x)(b) of CARO 2020 is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the current reporting period.
- (b) To the best of our knowledge and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) To the best of our knowledge and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the current reporting period.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO, 2020 is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties, and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) we have considered the reports of the Internal Auditors for the period under review during our audit of the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the current reporting period, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3 (xv) of the order is not applicable.
- (xvi) (a) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the current reporting period and hence, is not required to obtain a Certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

- (c) The Company is not a Core Investment Company (“CIC”) as defined in the regulations made by the Reserve Bank of India.
- (d) The Company does not have any CICs as part of the Group and hence, clause (xvi)(d) of CARO, 2020 is not applicable to the Company.
- (xvii) In our opinion, the Company has not incurred any cash losses during the current reporting period and in the immediately preceding reporting period.
- (xviii) There has been a resignation of the statutory auditors during the current reporting period under review. The outgoing statutory auditors have not raised any issues, objections, or concerns regarding the affairs of the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, aging and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also, refer to the other information paragraph of our main audit report which explains that the other information comprising the information included in the Company’s annual report is expected to be made available to us after the date of this auditor’s report.
- (xx) In our opinion section 135 of the Companies Act, 2013 is not applicable to the Company and hence clause (xx) of the CARO, 2020 is not applicable.
- (xxi) Clause (xxi) of the CARO, 2020 is not applicable in the report on the standalone financial statements of the Company.

**Date: 25/05/2024**  
**Place: Rajkot**  
**UDIN: 24109132BKAEJR4723**

**For R P C & Co.**  
**Chartered Accountants**  
**Reg. No. 121723W**

**(Prashant J Tilala)**  
**Partner**  
**M.No. 109132**

## **Annexure B**

**Referred to point 2Af of the section “Report on Other Legal and Regulatory Requirements” of the Independent Auditors’ Report of even date to the members of GUJARAT HY-SPIN LIMITED on the financial statements for the year ended March 31, 2024**

### **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, 2024**, we have audited the internal financial controls over the financial reporting of **GUJARAT HY-SPIN LIMITED** (“the Company”) as of that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note 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 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.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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 prescribed under Section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 auditor’s judgment, 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 with reference to financial statements.

#### **Meaning of Internal Financial Controls Over Financial Statements**

A company’s internal financial control with reference to financial statements 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 with reference to financial statements 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 the preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting, and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

**Date: 25/05/2024**

**Place: Rajkot**

**UDIN: 24109132BKAEJR4723**

**For R P C & Co.  
Chartered Accountants  
Reg. No. 121723W**

**(Prashant J Tilala)  
Partner  
M.No. 109132**

**GUJARAT HY-SPIN LIMITED**  
**BALANCE SHEET AS AT 31th MARCH 2024**

(Rs. In Lakhs)

Particulars	Note	As at 31/03/2024	As at 31/03/2023
<b>I EQUITY AND LIABILITIES</b>			
1 Shareholders' fund			
(a) Share Capital	3	1675.00	1675.00
(b) Reserves & Surplus	4	226.47	209.66
Total Shareholder's Fund		<b>1901.47</b>	<b>1884.66</b>
2 Non - Current liabilities			
(a) Long-term borrowings	5	0.00	32.63
(b) Other Long term liabilities			
(c) Deferred Tax Liabilities (net)	6	10.68	13.00
(d) Long term provisions	7	2.24	4.15
Total Non - Current Liabilities		<b>12.93</b>	<b>49.78</b>
3 Current Liabilities			
(a) Short term Borrowings	8	974.49	1096.83
(b) Trade payables	9		
(i) outstanding dues of micro enterprises and small enterprise		424.80	34.03
(ii) outstanding dues of other than micro enterprises and small enterprises		75.97	200.43
(c) Other current liabilities	10	26.41	1.53
(d) Short Term Provisions	11	146.56	146.49
Total Current Liabilities		<b>1648.23</b>	<b>1479.31</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>3562.63</b>	<b>3413.75</b>
<b>II ASSETS</b>			
1 Non-Current Assets			
(a) Property Plant & Equipment			
(i) Tangible assets	12	1201.87	1351.17
(ii) Work in Progress		0.00	0.00
(b) Non Current Investment	13	6.37	10.14
(c) Loans and advances			
(e) Other Non-Current Assets	14	80.87	79.87
Total - Non Current Assets		<b>1289.10</b>	<b>1441.19</b>
2 Current Assets			
(a) Inventories	15	1237.31	1021.38
(b) Trade receivables	16	780.22	708.16
(c) Cash and Cash equivalents	17	21.64	2.06
(d) Short term Loans and advances	18	95.62	101.72
(e) Other Current Assets	19	138.74	139.24
Total - Current Assets		<b>2273.52</b>	<b>1972.56</b>
<b>TOTAL ASSETS</b>		<b>3562.63</b>	<b>3413.75</b>

Significant Accounting Policies

2

The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For and on behalf of Board of Directors

**For R P C & Co.**

**Chartered Accountants**

**Reg. No. 121723W**

**(Prashant J Tilala)**

**Partner**

**M.No. 109132**

**UDIN: 24109132BKAEJR4723**

**Dated 25/05/2024, Gondal**

**Maganlal Parvadiya**

Chairman and Wholetime Director

DIN : 03190749

**Chandulal Parvadiya**

Wholetime Director

DIN : 03197876

**Paras Parvadiya**

Chief Financial Officer

PAN:APNPP8668K

**Naresh Kanzaria**

Company Secretary & Compliance officer

M.No. A60683

**GUJARAT HY-SPIN LIMITED**

Statement of Profit & Loss for the year ended 31st March, 2024

(Rs. In Lakhs)

Particulars	Note	For the Year ended	
		31-Mar-24	31-Mar-23
<b>I INCOME</b>			
Revenue from operations	20	9176.28	6079.85
Other income	21	257.71	202.42
<b>TOTAL INCOME</b>		<b>9433.98</b>	<b>6282.27</b>
<b>II EXPENSES</b>			
Cost of materials consumed	22	7587.93	5338.60
Purchase of Stock in trade		0.00	0.00
Changes in inventories			
Work in Process	23	(137.92)	46.52
Finished goods	24	42.90	(497.95)
Employee benefits expense	25	343.31	263.52
Finance costs	26	112.31	134.92
Depreciation and amortization expense	12	185.87	231.21
Other expenses	27	1284.70	832.81
<b>TOTAL EXPENSES</b>		<b>9419.11</b>	<b>6349.63</b>
III Profit before exceptional and extraordinary items and tax		14.88	(67.36)
<b>Exceptional items</b>		0.00	0.00
<b>Extraordinary items</b>		0.00	0.00
IV Profit before tax		14.88	(67.36)
V Tax Expenses	28		
Current Tax		0.39	0.00
Deferred Tax		(2.32)	(13.37)
Deferred Tax for prior periods		0.00	0.00
<b>Total Tax Expenses</b>		<b>(1.93)</b>	<b>(13.37)</b>
<b>VI PROFIT/(LOSS) FOR THE YEAR</b>		<b>16.81</b>	<b>(54.00)</b>
VI Earnings per equity share	29	<b>0.10</b>	<b>-0.32</b>
Basic & Diluted			

Significant Accounting Policies

2

The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For and on behalf of Board of Directors

**For R P C & Co.**

**Chartered Accountants**

**Reg. No. 121723W**

**(Prashant J Tilala)**

**Partner**

**M .No. 109132**

**UDIN: 24109132BKAEJR4723**

**Dated 25/05/2024, Gondal**

**Maganlal Parvadiya**

Chairman and Wholetime Director

DIN : 03190749

**Paras Parvadiya**

Chief Financial Officer

PAN:APNPP8668K

**Chandulal Parvadiya**

Wholetime Director

DIN : 03197876

**Naresh Kanzaria**

Company Secretary & Compliance officer

M.No. A60683

**GUJARAT HY-SPIN LIMITED**
**Cash Flow Statement for the year ended 31st March, 2024**
**Rs. In Lakhs**

Particulars	For the Year ended	
	31-Mar-24	31-Mar-23
<b>A. Cash flow from operating activities</b>		
Net profit before taxation	14.88	(67.36)
<u>Adjustment for:</u>		
Depreciation & Amortization	185.87	231.21
Interest Income	(34.08)	(2.67)
Finance Cost	112.31	134.92
<b>Operating Profit before working capital changes</b>	<b>278.98</b>	<b>296.10</b>
<u>Movements in working capital:</u>		
Decrease/-Increase in Inventories	(215.93)	(526.80)
Decrease/-Increase in Trade Receivable	(72.06)	851.84
Decrease/-Increase in Loans and Advances	6.10	(67.28)
Decrease/-Increase in Other Current Assets	0.51	(76.57)
Increase/-Decrease in Trade Payables	266.31	(124.51)
Increase/-Decrease in Other Current Liabilities	24.88	(5.00)
Increase/-Decrease in Provisions	0.07	110.05
<b>Sub-Total Movement in Working Capital</b>	<b>9.87</b>	<b>161.73</b>
Cash generated from operations	<b>288.85</b>	<b>457.82</b>
Direct taxes paid (net of refunds)	(0.39)	(6.00)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>288.47</b>	<b>451.83</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets including Capital WIP & Capital Advances	(36.57)	(99.70)
(Increase)/Decrease in Investment	3.77	(10.00)
(Increase)/Decrease in Fixed Deposit	(0.99)	7.68
Increase in interest receivable	34.08	2.67
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>0.29</b>	<b>(99.36)</b>
<b>C. Cash flow form financing activities</b>		
Proceeds / Repayment of Long-term borrowings	(144.41)	(302.94)
Proceeds / Repayment of Short-term borrowings	(12.45)	48.77
Finance Cost	(112.31)	(134.92)
<b>NET CASH CLOW FROM FINANCING ACTIVITIES</b>	<b>(269.18)</b>	<b>(389.09)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>19.58</b>	<b>(36.62)</b>
Cash and cash equivalents at the beginning of the year	2.06	38.68
Cash and cash equivalents at the end of the year	<b>21.64</b>	<b>2.06</b>
<b>Components of cash and cash equivalents as at the end of the year</b>		
Cash and cheques on hand	21.64	2.06
With bank		
- In current account	0.00	0.00
- In Fixed Deposit	0.00	0.00
<b>TOTAL</b>	<b>21.64</b>	<b>2.06</b>

Significant Accounting Policies

2

The accompanying Notes are an integral part of the Financial Statements.

**As per our report of even date**

For and on behalf of Board of Directors

**For R P C & Co.**
**Chartered Accountants**
**Reg. No. 121723W**
**(Prashant J Tilala)**
**Partner**
**M.No. 109132**
**UDIN: 24109132BKAEJR4723**
**Dated 25/05/2024, Gondal**
**Maganlal Parvadiya**

Chairman and Wholetime Director

DIN : 03190749

**Paras Parvadiya**

Chief Financial Officer

PAN:APNPP8668K

**Chandulal Parvadiya**

Wholetime Director

DIN : 03197876

**Naresh Kanzaria**

Company Secretary &amp; Compliance officer

M.No. A60683

**1 Corporate Information:**

**Gujarat Hy-Spin Limited** (CIN: **L17110GJ2011PLC063898**) was incorporated as private limited company on 01 February, 2011 and converted to public limited company in February 2017. The Company is engaged in manufacturing of Cotton Yarn/ Other Yarns at its Gondal Plant (Gujarat). The Company is listed on **SME** platform of **BSE (BSE SME)**. The Company's trade symbol is **GUJHYSPIN**, Script ID is **540938** and **ISIN** is **INE578V01013**.

**1.1 Authorization of financial statements**

The Financial Statements were authorized for issue in accordance with a resolution of the directors on **25<sup>th</sup> May, 2024**.

**2. Summary of Significant Accounting Policies****(A) 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.

**(B) 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.

**(C) Property Plant & Equipment (Tangible Assets):**

- a** Tangible Assets are stated at cost less accumulated depreciation / amortisation and impairment loss, if any, except freehold land which is carried at cost. The cost of Tangible Assets comprises its purchases price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustment arising from exchange rate variations attributable to the assets. Subsequent expenditures related to an item of tangible assets are added to its book value only if they increases the future benefits from the existing asset beyond its previously assessed standard of performance. Projects under which assets are not ready for their intended use are disclosed under Capital Work in Progress, comprising direct cost, related incidental expenses and attributable interest.
- b** All other expenses on tangible assets, including repair and maintenance expenditure and replacement expenditure of parts, are charged to Statement of Profit and Loss for the period during the which such expenses are incurred



- c Gains or losses that arise on disposal or retirement of an tangible asset are measured as the difference between net disposal proceeds and the carrying value of an tangible asset and are recognised in the statement of profit and loss when the tangible asset is derecognised

**(D) Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**(E) Depreciation & Amortisation:**

- a Depreciation on tangible assets is provided on pro-rata basis using written down value method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013 except for those referred to in (c).
- b The company estimates that the useful lives as given below best represent the useful lives of these assets based on internal assessment and supported by technical advice where necessary which may be different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Sr No	Assets Category	Useful Life (Years)
1	Building	30 Years
2	Computers	3 Years
3	Furniture & Fixtures	10 Years
4	Plant & Machinery	15 Years
5	Vehicle	8 Years

- c Depreciation on the following assets are provided considering the useful life with supporting of technical opinion of Patcon Consultancy, Chartered Engineer as below:

Spinning Plant and Machinery single shift - 32 years

Spinning Plant and Machinery triple shift - 16 years

**(F) Investment:**

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

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

- b Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.
- c On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**(G) Inventories:**

- a Raw Materials and stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials and stores and spares is determined on a First In First Out basis.

- b** Work - in - progress is valued at estimated cost based on the stage of completion and finished goods are valued as lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a First In First Out basis. Net realizable value is the estimated selling price in the ordinary course of the business.
- c** Finished goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a First In First Out basis.

**(H) Cash Flow Statement:**

- a** Cash Flows are presented using indirect method, whereby profit/(loss) before extra-ordinary items and tax is adjusted for the effects of transactions of non -cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.
- b** Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short term balances, highly liquid investment with maturity of 3 months or less that are readily convertible into cash.

**(I) Revenue Recognition:**

- a** Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales tax and value added tax on behalf of the government and therefore, there are not economic benefits followings to the company. Hence, they are excluded from revenue.
- b** Interest Income are recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.
- c** Revenue in respect of other income (SGST Incentive) is recognised when no significant uncertainty as to its determination or realisation exists.

**(J) Government Grants:**

- a** Government grants (Other than SGST Incentive) in the nature of revenue receipts are recognised in the Statement of Profit and Loss when the Company actually receives the grants in the period in which they are received due to uncertainty regarding the receipt of such grants.
- b** Government grants in the nature of capital receipts are deducted from the cost of assets against which such grants have been received. Such grants are recognised when the same are received from the government due to uncertainty regarding the receipt of such grants.

**(K) Employee Benefits:**

- a** Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contributions payable to the provident fund scheme as expenditure, when an employee renders the related services.
- b** The Company has defined benefit plans for its employees, viz., gratuity. The cost of providing benefits under this plans are determined on the basis of actuarial valuation at each year end. Actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for defined benefit plans are recognised in full in the period in which they occurs in the statement of profit and loss.

**(L) Borrowing Costs:**

- a** Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings and foreign exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest costs
- b** Borrowing costs directly attributable to the construction of an asset that necessarily take a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

**(M) Segment Reporting:**

The company is engaged mainly in the manufacturing of Combed Cotton Yarn. These, in the context of Accounting Standard 17 on Segment Reporting, as specified in the Companies (Accounting Standard) Rules, 2006, are considered to constitute one single primary segment. Further, there is no reportable secondary segment i.e. geographical segment.

**(N) Taxation:**

Provision for tax comprises of current and deferred tax. Provision is made on the basis of reliefs and deductions available under relevant tax laws. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward for timing differences of items other than unabsorbed depreciation and accumulated losses only to the extent that there is a reasonable certainty that the assets can be realised in future.

However, if there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed as at each balance sheet date for their reliability.

**(O) Provision, Contingent Liabilities and Contingent Assets:**

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates reviewed at each reporting date and adjusted to reflect the current best estimate

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are not recognised in the financial statements.

**(P) Earnings Per Share:**

Basic earnings per share is calculated by dividing the net profit/ loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by weighted average number of equity shares outstanding during the year.

**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24	31-Mar-23
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**3 SHARE CAPITAL**
**(a) Authorized Share Capital**

Equity Shares of Rs. 10 each	No. of Equity Shares	16750000	16750000
	Amount Rs. In Lakhs	1675.00	1675.00
Issued, Subscribed & Paid up Share Capital	No. of Equity Shares	16750000	16750000
	Amount Rs. In Lakhs	1675.00	1675.00
		<b>1675.00</b>	<b>1675.00</b>

**(b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

At the beginning of the period	No. of Equity Shares	16750000	16750000
	Amount Rs. In Lakhs	1675.00	1675.00
Issued during the period	No. of Equity Shares	0	0
	Amount Rs. In Lakhs	0	0
Outstanding at the end of the period	No. of Equity Shares	16750000	16750000
	Amount Rs. In Lakhs	1675.00	1675.00

**(c) Terms/Rights attached to Equity Shares**

The company has only one class of equity shares having a per share value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(d) Details of Promoter and Promoter Group holding in the company**

Name of Promoter and Promoter Group	Promoter/Promoter Group	31-Mar-24		31-Mar-23	
		No. of Shares	% of holding	No. of Shares	% of holding
Maganlal S. Paravadiya	Promoter	3537190	21.12%	3537190	21.12%
Chandulal S. Paravadiya	Promoter	1243470	7.42%	1243470	7.42%
Ketanbhai M. Paravadiya	Promoter Group	1225185	7.31%	1225185	7.31%
Yogesh M. Paravadiya	Promoter Group	1079190	6.44%	1079190	6.44%
Paras M. Paravadiya	Promoter Group	885620	5.29%	885620	5.29%
Kamleshbhai B. Bokarvadia	Promoter Group	800000	4.78%	800000	4.78%
Kaushik Labhshanker Dave	Promoter Group	130500	0.78%	130500	0.78%
Parvadiya Nidhiben Parasbhai	Promoter Group	80000	0.48%	80000	0.48%
Divyesh C Parvadiya	Promoter Group	576580	3.44%	576580	3.44%
Sandhyadevi Kaushik Dave	Promoter Group	300000	1.79%	300000	1.79%
Parvadia Vajiben Shambhubhai	Promoter Group	300000	1.79%	300000	1.79%
Parvadia Hansaben Chandubhai	Promoter Group	206380	1.23%	206380	1.23%
Parvadiya Nirmalaben Maganbhai	Promoter Group	243260	1.45%	243260	1.45%
Parvadiya Bindiya Ketankumar	Promoter Group	267200	1.60%	267200	1.60%
<b>Total</b>		<b>10874575</b>	<b>64.92%</b>	<b>10874575</b>	<b>64.92%</b>

As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24		31-Mar-23	
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 (e) Details of shareholders holding more than 5% shares in the company

Name of Promoter and Promoter Group	31-Mar-24		31-Mar-23	
	No. of Shares	% of total holding	No. of Shares	% of total holding
Maganlal S. Paravadiya	3537190	21.12%	3537190	21.12%
Chandulal S. Paravadiya	1243470	7.42%	1243470	7.42%
Ketanbhai M. Paravadiya	1225185	7.31%	1225185	7.31%
Yogesh M. Paravadiya	1079190	6.44%	1079190	6.44%
Paras M. Paravadiya	885620	5.29%	885620	5.29%

**4 RESERVES & SURPLUS**

 (a) Capital Reserve

Opening Balance	205.26	205.26
Add : subsidy received during the year		
<b>Sub-Total</b>	<b>205.26</b>	<b>205.26</b>

 (b) Surplus / (Deficit) in Statement of Profit and Loss

Opening Balance	4.41	58.40
Add: Profit during the year	16.81	(54.00)
<b>Sub-Total</b>	<b>21.22</b>	<b>4.41</b>

**TOTAL RESERVE & SURPLUS**
**226.47**
**209.66**
**5 LONG TERM BORROWINGS**
Term Loans from Bank (Non-Current Portion)

GECL Facility	0.00	32.63
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**0.00**
**32.63**

The above amount includes

Secured borrowings	0.00	32.63
Unsecured borrowings	0.00	0.00

**Total Borrowings**
**0.00**
**32.63**
Term Loans from Bank

GECL Credit Facility from SBI are secured against hypothecation of plant and machinery and other fixed assets and factory building. It is also secured against personal guarantee of directors & firm of directors.

**Term Loan Repayable**

- (a) GECL Facility is repayable in 36 monthly equal instalment of Rs. 11.08/- Lakhs commencing from 01/07/2021  
 (b) Rate of Interest on GECL Facility is 11.50%

**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24	31-Mar-23
6	<b><u>DEFERRED TAX LIABILITY (NET)</u></b>		
	<u>Deferred Tax Liability</u>		
	Wirtten Down Value of Assets	12.96	15.59
	<u>Deferred Tax Assets</u>		
	Gratuity Provision	(0.57)	(1.10)
	Expenses u/s 43B	(1.70)	(1.49)
	<b>TOTAL</b>	<b>10.68</b>	<b>13.00</b>
7	<b><u>Long Term Provisions</u></b>		
	Provision for Employee Benefit (Gratuity)	2.24	4.15
	<b>TOTAL</b>	<b>2.24</b>	<b>4.15</b>
8	<b><u>SHORT TERM BORROWINGS</u></b>		
	<u>Secured borrowing from Bank</u>		
	Cash Credit	951.37	963.83
	Current Maturities of long term borrowings	23.12	133.00
	<b>TOTAL</b>	<b>974.49</b>	<b>1096.83</b>
	The above amount includes		
	Secured borrowings	974.49	1096.83
	<b>Total Borrowings</b>	<b>974.49</b>	<b>1096.83</b>
	<b><u>Cash Credit</u></b>		
(a)	Cash Credit is secured against hypothecation of whole current assets of the company including Inventory, Book Debts, Consumables and Stores & Spares etc and personal guarantee of directors & firm of directors.		
(b)	It is repayable on demand.		
9	<b><u>TRADE PAYABLES</u></b>		
	(i) outstanding dues of micro enterprises and small enterprise	424.80	34.03
	(ii) outstanding dues of other than micro enterprises and small enterprises	75.97	200.43
	<b>TOTAL</b>	<b>500.77</b>	<b>234.46</b>
	a. Trade Payable Ageing Disclosure See Note No. 33		
	b. For details of payable to related parties, See Note No. 42 Related Party Disclosure		
	c. Information required to be disclosed under MSMED Act, 2006		
	1. The information required to be disclosed under the Micro, Small, and Medium Enterprises Development Act, 2006, has been determined to the extent to which such parties have been identified based on information available with the company. As per the information and explanation given to us, the company has asked its suppliers to furnish details to facilitate the company in classifying them as Micro, Small, and Medium Enterprise (MSMEs), but due to the lack of availability of any such information from some of its suppliers, the company is unable to state the actual dues outstanding for more than 45 days as on the Balance Sheet date of which parties did not confirm their MSME status is classified as outstanding dues of other than micro and small enterprises.		
	2. There is no any dues outstanding more than 45 days to micro and small enterprries as at end of the period		
	3. Amount of interest accrued and unpaid on Delayed Payment to MSME Vendore as at period end	<b>0.58</b>	<b>Nil</b>

**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24	31-Mar-23							
10	<b><u>OTHER CURRENT LIABILITIES</u></b>									
	Statutory dues	2.19	1.32							
	Advances from Customers	24.22	0.21							
	<b>TOTAL</b>	<b>26.41</b>	<b>1.53</b>							
11	<b><u>SHORT TERM PROVISIONS</u></b>									
	Provision for Employee Benefits	28.30	32.00							
	Other Provisions	118.26	114.49							
	<b>TOTAL PROVISION</b>	<b>146.56</b>	<b>146.49</b>							
12	<b><u>PROPERTY PLANT &amp; EQUIPMENT</u></b>									
	Tangible Assets	Land	Building	Plant & Machinery	Furniture & Fixtures	Electrical Installation	Office Equipmen t	Vehicles	Computer s	TOTAL
	<b>At Cost</b>									
	<b>As at 1st April, 2022</b>									
			957.58	3911.60	17.05	93.29	22.00	29.68	6.85	5038.05
	Additions		35.85	63.86						99.70
	Disposals									0.00
	<b>As at 31st March, 2023</b>									
			993.43	3975.46	17.05	93.29	22.00	29.68	6.85	5137.75
	Additions			36.00			0.57			36.57
	Disposals									0.00
	<b>As at 31st March, 2024</b>									
			993.43	4011.46	17.05	93.29	22.57	29.68	6.85	5174.32
	<b>Depreciation</b>									
	<b>As at 1st April, 2022</b>									
			494.03	2907.54	14.67	84.59	20.10	28.02	6.42	3555.37
	Additions		47.45	178.95	0.61	2.25	0.67	1.13	0.15	231.21
	Disposals									0.00
	<b>As at 31st March, 2023</b>									
			541.47	3086.49	15.29	86.84	20.77	29.15	6.57	3786.58
	Additions		42.94	140.28	0.46	1.67	0.47	0.00	0.05	185.87
	Disposals									0.00
	<b>As at 31st March, 2024</b>									
			584.41	3226.77	15.75	88.51	21.24	29.15	6.62	3972.45
	<b>Net Block (WDV)</b>									
	<b>As at 31st March, 2023</b>									
			451.96	888.97	1.76	6.45	1.23	0.53	0.28	1351.17
	<b>As at 31st March, 2024</b>									
			409.02	784.69	1.30	4.78	1.32	0.53	0.23	1201.87
13	<b><u>NON CURRENT INVESTMENT</u></b>									
	<b>Other Investment</b>		0.14	0.14						
	<b>Mutual Fund</b>									
	SBI CPSE Bond Plus SDL Index Fund Unit 60636.939 (Pre. Year 97389.822)		6.23	10.00						
	Market Value as of 31/03/2024 is Rs. 6.74/- lakh (NAV 10.1201)									
	Market Value as of 31/03/2023 is Rs. 10.12/- lakh (NAV 10.3898)									
	<b>TOTAL</b>		<b>6.37</b>	<b>10.14</b>						

**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24	31-Mar-23
14	<b><u>OTHER NON-CURRENT ASSETS</u></b>		
	PGVCL Deposit	1.00	
	Fixed Deposit held for more than 12 months (secured against bank guarantees issued by SBI)	79.87	79.87
	<b>TOTAL</b>	<b>80.87</b>	<b>79.87</b>
15	<b><u>INVENTORIES</u></b>		
	Raw Material	307.40	186.50
	Work In Progress	137.92	0.00
	Finished Goods	387.02	437.70
	By-products	404.95	397.18
	<b>TOTAL</b>	<b>1237.31</b>	<b>1021.38</b>
16	<b><u>TRADE RECEIVABLES</u></b>		
	(Unsecured)		
	Considered good	780.22	708.16
	<b>TOTAL</b>	<b>780.22</b>	<b>708.16</b>
	a. Trade Receivable Ageing Disclosure See Note No. 32		
17	<b><u>CASH &amp; CASH EQUIVALENT</u></b>		
	Cash Balance	21.64	2.06
	<b>Balances with Bank</b>		
	In Current Account	0.00	0.00
	<b>TOTAL</b>	<b>21.64</b>	<b>2.06</b>
18	<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
	(Unsecured, Considered Good)		
	Advances to be received in cash or in kind	73.30	65.02
	Balances with Govt Authority	22.32	36.70
	<b>TOTAL</b>	<b>95.62</b>	<b>101.72</b>
19	<b><u>OTHER CURRENT ASSETS</u></b>		
	(Unsecured, Considered Good)		
	Other assets	138.74	139.24
	<b>TOTAL</b>	<b>138.74</b>	<b>139.24</b>
20	<b><u>REVENUE FROM OPERATIONS</u></b>		
	<b>Sale of Products</b>		
	Manufactured goods	9176.28	6079.85
	<b>TOTAL REVENUE FROM OPERATION</b>	<b>9176.28</b>	<b>6079.85</b>



**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24	31-Mar-23
21	<b><u>OTHER INCOME</u></b>		
	Interest	34.08	2.67
	Incentive Income (Govt. Subsidy)	220.28	194.71
	Other	3.34	5.04
	<b>TOTAL</b>	<b>257.71</b>	<b>202.42</b>
22	<b><u>COST OF MATERIAL CONSUMED</u></b>		
	<u>Opening Stock</u>		
	Raw Material	186.50	111.13
	<u>Purchases (net of return &amp; others)</u>		
	Purchase of Raw Material	7708.84	5413.97
	<u>Closing Stock</u>		
	Raw Material	307.40	186.50
	<b>TOTAL</b>	<b>7587.93</b>	<b>5338.60</b>
23	<b><u>CHANGES IN INVENTORIES OF WORK IN PROCESS</u></b>		
	Opening Stock	0.00	46.52
	Closing Stock	137.92	0.00
	<b>change in inventory of work in process</b>	<b>(137.92)</b>	<b>46.52</b>
24	<b><u>CHANGES IN INVENTORIES OF FINISHED GOODS &amp; BY PRODUCTS</u></b>		
	<u>Finished goods &amp; By-Products</u>		
	Opening Stock	834.88	336.93
	Closing Stock	791.98	834.88
	<b>change in inventory of finished goods</b>	<b>42.90</b>	<b>(497.95)</b>
25	<b><u>EMPLOYEE BENEFIT EXPENSES</u></b>		
	Salary, Wages & Bonus	303.95	228.77
	Managerial Remuneration	4.38	2.40
	Contribution to provident and other fund	1.32	2.81
	Gratuity Expenses (Note 38c)	(2.08)	3.31
	Staff Welfare Expenses	35.75	26.22
	<b>TOTAL</b>	<b>343.31</b>	<b>263.52</b>
26	<b><u>FINANCE COST</u></b>		
	Interest on Working Capital Loan	109.79	125.90
	Interest on Term Loan	0.00	2.94
	Other Interest	0.08	0.16
	Other Bank Charges	2.44	5.92
	<b>TOTAL</b>	<b>112.31</b>	<b>134.92</b>

**GUJARAT HY-SPIN LIMITED**
**Notes to the Financial Statements for the year ended on 31st March, 2024**

Rs. In Lakhs except No. of Shares and EPS

Note No.	Particulars	31-Mar-24	31-Mar-23
27	<b><u>OTHER EXPENSES</u></b>		
	Communication cost	0.44	0.22
	Consumption of Stores, tools & Packing Material	172.76	127.15
	Freight & Forwarding Charges	28.15	17.06
	Insurance Expenses	8.85	9.00
	Legal & consultancy Charges	15.44	19.27
	Other Admin Exp	64.72	23.16
	Power & Fuel	969.33	608.05
	Repairs & Maintenance		
	Machineries	15.81	23.37
	Others	0.92	1.38
	Labour Charges	5.89	2.22
	Travelling & Conveyance	0.48	0.04
	<b>Total</b>	<b>1282.80</b>	<b>830.91</b>
	<u>Payment to auditors includes</u>		
	For Audit fee	1.50	1.50
	For Certification & Other Service Fee	0.40	0.40
	<b>Total</b>	<b>1.90</b>	<b>1.90</b>
	<b>Total Other Expenses</b>	<b>1284.70</b>	<b>832.81</b>
28	<b><u>Tax Expenses</u></b>		
	<u>Current Tax</u>		
	Provision for current year	0.24	0.00
	Income Tax of Earlier Year's	0.15	0.00
		<b>0.39</b>	<b>0.00</b>
	Deferred Tax	(2.32)	(13.37)
	Deferred Tax of earlier year	0.00	0.00
	<b>TOTAL</b>	<b>(1.93)</b>	<b>(13.37)</b>
29	<b><u>EARNING PER SHARE</u></b>		
	Net Profit attributable to Equity Shareholders	16.81	(54.00)
	Basic number of Equity Shares outstanding	16750000	16750000
	Weighted average number of Equity Shares outstanding	16750000	16750000
	Basic Earnings per Share (face value - Rs. 10 each)	0.10	(0.32)
	Diluted Earnings per Share (face value – Rs. 10 each)	0.10	(0.32)
	<b>TOTAL AVERAGE</b>	<b>0.10</b>	<b>(0.32)</b>

**GUJARAT HY-SPIN LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

Note 30. In the opinion of the Board of Directors,

- i) Current Assets, Loans and Advances are realizable in the ordinary course of Business, as the value at which they are stated.
- ii) The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note 31. We have verified the vouchers and documentary evidence wherever made available. Where no documentary evidence was available, we relied on the authentication given by the management.

Note 32. **Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and the country in which customers operate.

The Company's Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials, and external ratings, if they are available, and in some cases bank references.

In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry, and existence of previous financial difficulties

The gross carrying amount of trade receivables is Rs.780.22 Lakhs (31 March 2023 – Rs.708.16 Lakhs).

Trade Receivables ageing schedule for the year ended March 31, 2024						Rs. In Lakhs	
Particulars	Outstanding for following periods from date of Invoice					Total	
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables – considered good	149.37	0	0	0	604.89	780.22	
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0	
(iii) Undisputed Trade Receivables – credit impaired	0	0	0	0	0	0	
(iv) Disputed Trade Receivables–considered good	0	0	0	0	25.96	25.96	
(v) Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0	
(vi) Disputed Trade Receivables – credit impaired	0	0	0	0	0	0	

Trade Receivables ageing schedule for the year ended March 31, 2023						Rs. In Lakhs	
Particulars	Outstanding for following periods from date of Invoice					Total	
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables – considered good	32.31	0	34.96	0	614.92	682.20	
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0	
(iii) Undisputed Trade Receivables – credit impaired	0	0	0	0	0	0	
(iv) Disputed Trade Receivables–considered good	0	0	0	0	25.96	25.96	
(v) Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0	
(vi) Disputed Trade Receivables – credit impaired	0	0	0	0	0	0	

**GUJARAT HY-SPIN LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024****Note 33. Trade Payables Ageing Schedule**

For the year ended 31 <sup>st</sup> March, 2024					Rs. In Lakhs	
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
i) MSME*	424.80	0.00	0.00	0.00	424.80	
ii) Others	30.28	0.00	0.00	45.69	75.97	
iii) Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00	
iv) Disputed dues – Others	0.00	0.00	0.00	0.00	0.00	

For the year ended 31 <sup>st</sup> March, 2023					Rs. In Lakhs	
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
i) MSME*	0.00	0.00	0.00	0.00	0.00	
ii) Others	187.99	0.00	0.81	45.65	234.46	
iii) Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00	
iv) Disputed dues – Others	0.00	0.00	0.00	0.00	0.00	

\*Outstanding dues of Micro Enterprises & Small Enterprises only.

**Note 34. Micro and Medium Scale Business Entities**

The Company has classified the suppliers based on the Micro and Small Enterprises status in its balance sheet based on confirmation received from its suppliers. But still many suppliers have not confirmed its MSME status, and company has classified such suppliers as due to other than Micro and Small Enterprise in its Balance Sheet. Dues outstanding to Micro, Small & Medium Enterprises (MSMEs) is not more than 45 days, as on the Balance Sheet date.

Note 35. The company has been sanctioned working capital limits below Rs.5 crores, in aggregate, from banks on the basis of security of current assets. Differences were found in the quarterly returns/ statements filed by the Company with such banks, which were material on comparison with the unaudited books of accounts of the company of the respective quarters is mentioned under point ii(b) of Annexure A to the Independent Auditors' Report. The company is in process of implementation of standards and processes in order to mitigate the above risk.

**Note 36. Contingent Liabilities not acknowledged as debt**

Bank has sanctioned total bank guarantee upto Rs. 200.00 lakhs (Pre. Year 200.00) which is issued in favour of PGVCL, Central Government for duty receivable under EPCG.

As at 31 March, 2024 Company has an export obligation of Rs. 5074.13 lakhs (Pre. Year 5074.13 Lakhs), against advance authorization license issued under EPCG Scheme, which needs to be fulfilled within 6 years from the date of authorisation. This amount pertains to import made at concessional rate of import duty against advance license. The management has informed and said that the company has already started the process of extension of EPCG license period and hope will be received in next three to four months.

**Note 37. Gujarat Textiles Policy**

As per Gujarat Textile Policy, 2012 company is eligible for VAT subsidy in against investment in plant and machinery. After implementation of GST with effect from 01.07.2017, benefit of VAT is subsumed into SGST. During the year company has booked the claim of SGST subsidy for the year and recognised in Statement of Profit and Loss.

**GUJARAT HY-SPIN LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024****Note 38. Employee Benefit as per AS 15:****Gratuity Provision**

Every employee who has completed five years or more service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The Following table summarizes the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the respective plans.

Amount in Balance Sheet: -	Current Year Rs in Lakhs	Previous Year Rs in Lakhs
Defined Benefit Obligation (DBO)	<b>2.28</b>	<b>4.37</b>
Fair Value of Plan Assets		
<b>Liability/ (Asset) recognised in the Balance Sheet</b>	<b>2.28</b>	<b>4.37</b>
Amount Recognised in the statement of Profit & Loss: -		
Current Service Cost	2.16	3.53
Interest Cost	0.31	0.08
Net Actuarial Losses / (Gains)	-4.55	-0.30
<b>Total Expenses/ (income) included in "Employee Benefit Expenses"</b>	<b>-2.08</b>	<b>3.31</b>
<b>Change in Present Value of Benefit Obligation during the Period</b>		
Defined Benefit Obligation, Beginning of Period	4.37	1.06
Current Service Cost	2.16	3.53
Interest Cost	0.31	0.08
Actuarial (Gains)/ Losses	-4.55	-0.30
Actual Benefit Paid		0.00
<b>Defined Benefit Obligation, End of Period</b>	<b>2.28</b>	<b>4.37</b>
Discount Rate used for valuing liabilities is determined as per para 78 of AS-15 (revised). It is based on yield (as on valuation date) of Government Bonds with tenure similar to the expected working lifetime of the employee.	7.10%	7.40%
The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand of the employment market.	7.50%	7.50%

**Provident Fund**

During the year the Company has recognized the Rs.1.32 Lakhs (Previous Year Rs. 2.81 Lakhs) for Contribution to the Provident fund in the Profit and Loss account.

**Note 39. Auditor's Remuneration: (Excluding Tax)**

Particulars	31-03-2024	31-03-2023
	Rs. In Lakhs	Rs. In Lakhs
Statutory Audit Fee	1.00	1.00
Tax Audit Fee	0.40	0.40
Certification and other matters	0.50	0.50

**Note 40. Segment Reporting (AS 17):**

As the company is operating only in one segment of business no disclosures are required to comply with the said AS-17.

**GUJARAT HY-SPIN LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

## Note 41. Related Party Disclosures:

As per Accounting Standard 18 “Related Party Disclosures” issued by the Companies (Accounting Standards) Rules, 2014 and the provisions of The Companies Act, 2013, the Company’s related parties and transactions are disclosed below (Relationships are identified by the Company and relied upon by the auditors):

<b>I. Key Management Personnel</b>	<b>Designation</b>
Maganlal Parvadiya	Chairman & Whole time Director
Chandulal Parvadiya	Whole time Director
Paras Maganbhai Parvadiya	Chief Financial Officer (KMP)
Naresh Vasudevbbhai Kanzariya	Company Secretary
Niteshkumar Muljibhai Kantariya	Director
Anil Kumar	Director
Bindiya Ketankumar Parvadiya	Director
<b>IV. Other related parties with whom the Company had transactions</b>	<b>Relation</b>
Yogesh Parvadia	Relative of KMP
Radhika Parvadiya	
Nidhi Parvadiya	
Gujarat Ginning & Oil Industries	Entities in which Managing Director & Key managerial Person have significant influence
Paras Cotton	

During the year the Company entered into transaction with the KMP and related parties, those transactions are as follows:

<b>Transaction with KMP</b>	<b>Nature of Transaction</b>	<b>FY 2023-24 Rs. In Lakhs</b>	<b>FY 2022-23 Rs. In Lakhs</b>
Parasbhai Maganbhai Parvadiya	Brokerage Paid	1.40	-
Parasbhai Maganbhai Parvadiya	Remuneration	2.40	2.16
Naresh Vasudevbbhai Kanzariya	Remuneration	1.98	2.11
<b>Transaction with Relative of KMP</b>			
Radhika Parvadiya	Brokerage Paid	-	1.72
Nidhi Parvadiya	Brokerage Paid	-	0.07
Yogesh M Parvadia	Brokerage Paid	0.44	-
<b>Transaction with Entities in which KMP have significant influence</b>			
Gujarat Ginning & Oil Industries	Advance for Goods	23.26	47.64
Gujarat Ginning & Oil Industries	Advance Recovered	23.26	47.64
Nidhi Parvadiya	Trade Payable Paid	1.63	-
Paras Cotton	Trade Receivable Received	8.00	606.63
<b>Balance Outstanding at the end of the year (KMP)</b>			
Parasbhai Maganbhai Parvadiya	Remuneration Payable	0.18	0.18
Naresh Vasudevbbhai Kanzariya	Remuneration Payable	0.15	0.17
<b>Balance Outstanding at the end of the year (other related parties)</b>			
Nidhi Parvadiya	Brokerage Payable	-	1.63
Paras Cotton	Trade Receivable	152.58	160.58

**GUJARAT HY-SPIN LIMITED**
**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

Note 42. Accounting ratio is as follows with Formula:

Ratio	Formula	31.03.24	31.03.23	Changes	Reason
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Debt)}}{\text{Total Equity}}$	0.87	0.81	7.69	
Interest Coverage Ratio	$\frac{\text{Earnings Before Interest, Tax and Exceptional Items}}{\text{Interest Expenses}}$	1.13	0.50	126.17	Earnings Before Interest, Tax and Exceptional Items Increased and Interest Expenses is decreased compare to previous year
Debt Service Coverage Ratio	$\frac{\text{Earnings Before Interest, Tax and Exceptional Items}}{\text{Interest Expenses + Principal Repayment made during the period for Long Term Loans}}$	0.50	0.15	225.81	Profit Before Interest Tax and Exceptional Items Increased and Debt Paid Decreased compare to previous year
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.38	1.33	3.45	
Long Term Debt to Working Capital	$\frac{\text{Non-Current Borrowings (including Maturities of Non-Current Borrowings)}}{\text{Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings)}}$	0.04	0.26	-86.52	Decreased in Long Term Debt while increase in Current Assets Compare to Previous Years
Bad Debts to Account Receivable Ratio	$\frac{\text{Bad Debts}}{\text{Account Receivable}}$	0.00	0.00	-	
Current Liability Ratio	$\frac{\text{Total Current Liabilities}}{\text{Total Liabilities}}$	0.99	0.97	2.56	
Total Debts to Total Assets	$\frac{\text{Total Liabilities (Debts)}}{\text{Total Assets}}$	0.47	0.45	4.10	
Debtors Turnover	$\frac{\text{Value of Sales}}{\text{Average Trade Receivable}}$	12.33	5.36	130.00	Increase in Sales and Decreased in Average Trader Receivable Compare to Previous Year
Inventory Turnover	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventory of Finished Goods, Stock-in-Process + Stock in Trade}}$	10.23	9.73	5.14	
Operating Margin in %	$\frac{\text{Earnings Before Interest, Tax and Exceptional Items - Other Income}}{\text{Value of Sales}}$	-1.42	-2.22	-35.88	Earning Increased and Value of Sales increased compare to previous year
Net Profit Margin in %	$\frac{\text{Net Profit}}{\text{Value of Sales}}$	0.18	-0.89	120.63	Increased in Net Profit while Previous Year Loss

Note 43. The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

Note 44. The Company has not revalued any of its Property, Plant and Equipment during the year.

Note 45. There is no any work in progress of any assets (capital goods) during the year.

Note 46. The Company has not granted Loans and Advances in the nature of loans to Promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person during the year.

**GUJARAT HY-SPIN LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

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- Note 47. No proceedings have been initiated during the year or are pending against the Company at the end of year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- Note 48. The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- Note 49. There were no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period at the end of the year.
- Note 50. The Company does not have any layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- Note 51. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- Note 52. The Company is not covered under section 135 of the Companies Act during the year.
- Note 53. The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.
- Note 54. The Company had not entered any transactions with companies struck off under sections 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- Note 55. Previous Year's Figure & Rounding off:  
Figures for the previous year have been regrouped\ rearranged wherever necessary to make them comparable with those of the current year. Moreover, all amounts are Indian Rupees in Lakhs with decimal thereof and rounded off decimal to nearest thousand.

As per our attached report of even date

**For R P C & Co.**  
**Chartered Accountants**  
**Reg. No. 121723W**

**For and on behalf of the Board**

**(Prashant J Tilala)**  
**Partner**  
**M.No. 109132**

**Place: Gondal**  
**Dated 25/05/2024**

**UDIN: 24109132BKAEJR4723**

**Maganlal Parvadiya**  
Chairman and Whole time Director  
DIN: 03190749

**Paras Parvadiya**  
Chief Financial Officer  
PAN: APNPP8668K

**Chandulal Parvadiya**  
Whole time Director  
DIN: 03197876

**Naresh Kanzaria**  
Company Secretary & Compliance officer  
M.No. A60683



## NOTICE OF 14<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **14th Annual General Meeting (AGM)** of the Members of **Gujarat Hy-Spin Limited** will be held on **Monday, 30th September, 2024 on 11:00 a.m.** at the Registered Office of the Company P. O. Box No. 22, Gundala Road, Gondal-360311, Dist. – Rajkot, Gujarat, India to transact the following business:-

### **ORDINARY BUSINESS:**

1. To consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass, the following resolutions as **Ordinary Resolutions:**

**“RESOLVED THAT** the Audited Standalone financial statements of the Company for the financial year ended March 31, 2024 along with the reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

2. To appoint Mrs. Bindiya Ketankumar Parvadiya (DIN:08210285) Non-Executive Director, who retire by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, Mrs. Bindiya Ketankumar Parvadiya (DIN:08210285) who retires by rotation at this meeting and being eligible has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

### **SPECIAL BUSINESS:**

3. **Appointment of Statutory Auditor**

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. RPC & Co., Chartered Accountants (Firm Registration No. 127123W) be and are hereby appointed as the Statutory Auditors of the Company for Single Term to hold office from the conclusion of this Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company to be held in the calendar year 2029 at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and out-of-pocket expenses.”

**“RESOLVED FURTHER THAT**, to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**4. To regularise the appointment of Mahendra Madhubhai Ghodasara (DIN 10763914) Additional Director as an Independent Director of the Company.**

**To consider and if thought fit, to pass, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mahendra Madhubhai Ghodasara (DIN 10763914), a Director of the Company, who was appointed as an Additional Director of the Company on 31<sup>st</sup> August, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. To re-appoint Niteshkumar Kantariya (DIN: 08405905), as an Independent Director of the Company.**

**To consider and if thought fit, to pass, the following resolution as an Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (including any statutory modification(s) or re- enactment thereof for the time being in force), Niteshkumar Kantariya (DIN: 08405905) a Director of the Company, who was appointed as an Independent Director of the Company in 10<sup>th</sup> Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years.”

**By Order of the Board  
For, GUJARAT HY-SPIN LIMITED**

**Sd/-**

**Mr. Maganbhai Parvadiya  
Chairman & Whole-time Director  
DIN: 03190749**

**Date: 31<sup>st</sup> August, 2024**

**Place: Gondal**

**Registered Office:**

Gujarat Hy-Spin Limited  
P. O. Box No. 22, Gundala Road,  
Gondal-360311, Dist. – Rajkot, Gujarat  
CIN: L17110GJ2011PLC063898

**NOTES:**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company.**

A Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board resolution together with respective Specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) in respect of the Directors seeking re-appointment at the AGM is attached as Annexure forming part of this Notice.
5. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23<sup>rd</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive).
6. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s).

7. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address in prescribed form attached with Notice for receiving all communication including Annual Report, Notices, circulars etc. from the Company electronically.
8. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.gujarathyspin.com](http://www.gujarathyspin.com) websites of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com)
9. Member's voting rights shall be in proportion to his/her share of paid up share capital of the company. In case of Joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.
10. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 5:00 p.m. up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.
11. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013, are requested to send their request to the Secretarial Department in the prescribed form.
12. Members/proxies are requested to bring their Attendance slip, sent herewith, duly filled in, for attending the meeting. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company [www.gujarathyspin.com](http://www.gujarathyspin.com) and also on the website of RTA, Bigshare Services Private Limited immediately after the result is declared by the Chairman and communicated to BSE Limited.

**GUJARAT Hy-spin LTD.**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the Special business mentioned in the Notice:

### **Item No. 3 Appointment of Statutory Auditor**

To fill the casual vacancy caused by resignation of M/s. Mandaliya & Associates, Chartered Accountants, (FRN: 131786W) on 04<sup>th</sup> May 2024 the Board of Directors at its meeting held on 13<sup>th</sup> May 2024 as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. RPC & Co., Chartered Accountants, (Firm Registration No. 127123W) as the Statutory Auditors of the Company for Single Term 5 (Five) year to hold office from the conclusion of this Annual General Meeting until the conclusion of the 19<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2029 at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and out-of-pocket expenses.

M/s. RPC & Co., Chartered Accountants, (Firm Registration No. 127123W) Rajkot, have conveyed their consent and eligibility certificate to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### **Item No. 4 To regularise the appointment of Mahendra Madhubhai Ghodasara (DIN 10763914), Additional Director as an Independent Director of the Company**

Mahendra Madhubhai Ghodasara (DIN 10763914) was appointed as an Additional Director w.e.f. 31<sup>st</sup> August, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mahendra Madhubhai Ghodasara (DIN 10763914) candidature for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mahendra Madhubhai Ghodasara (DIN 10763914) on the Board is desirable and would be beneficial to the company and hence recommend resolution No.4 for adoption. None of the Directors, except Mahendra Madhubhai Ghodasara (DIN 10763914) of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolution under Item No.4 to be passed as a special resolution.

**Item No. 5. To re-appoint Niteshkumar Kantariya (DIN: 08405905) as an Independent Director of the Company**

Niteshkumar Kantariya (DIN: 08405905) was appointed as Non-Executive Independent Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 not liable to retire by rotation.

Niteshkumar Kantariya (DIN: 08405905) is persons of integrity, possess relevant expertise and vast experience. Their association as non-executive Independent directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend them continued association for second term of 5 years.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 5 of this Notice for approval of the Members of the Company.

None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company.



**GUJARAT Hy-spin Ltd.**

**“ANNEXURE TO THE NOTICE”**

**Details of the Director retiring by rotation/ appointment / re-appointment at the ensuing Annual General Meeting as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.**

<b>Name of Director</b>	Mrs. Bindiya Ketankumar Parvadiya	Mahendra Madhubhai Ghodasara	Niteshkumar Kantariya
<b>DIN</b>	08210285	10763914	08405905
<b>Age</b>	38 years	34 years	42 years
<b>Nature</b>	Re-appointment of Non-Executive Director	Appointment of Independent Director	Re-appointment of Independent Director
<b>Date of Birth</b>	22/03/1986	13/01/1990	08/08/1972
<b>Expertise in Specific functional Area</b>	Experience of more than 8 years in the field of Textile Marketing.	Experience of more than 10 years in the field of Marketing.	Self employed
<b>Directorship held in other Public Limited Company</b>	NA	NA	NA
<b>Shareholding in company as on 31.03.2024</b>	267200 (Equity Shares)	Nil	Nil
<b>Relationship with other Directors/Key Managerial Personnel</b>	Daughter-in law of Maganbhai Parvadiya Director of the company.	NA	NA
<b>List of other companies in which Directorship are held (other than Section 8 Company</b>	NA	NA	NA
<b>Chairmanship or membership in other companies</b>	NA	NA	NA

# Form No. MGT-11

## PROXY FORM

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

**GUJARAT HY-SPIN LIMITED**

**P. O. Box No. 22, Gundala Road, Gondal-360311, Dist. – Rajkot, Gujarat, India**

**CIN: L17110GJ2011PLC063898**

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of the Gujarat Hy-Spin Limited, hereby appoint

1. Name:..... Address:.....

E-mail Id: ..... Signature: ..... or failing him/her

2. Name:..... Address:.....

E-mail Id: ..... Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September 2024 at Register Office and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 2 )*	
		For	Against
1	Adoption of financial statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors' and Auditors' thereon.		
2	To appoint Mrs. Bindiya Ketankumar Parvadiya (DIN: 08210285) as Non-Executive Director, who retires by rotation and being eligible, offers her for re-appointment.		
3	Appointment of Statutory Auditor		
4	To regularise the appointment of Mahendra Madhubhai Ghodasara (DIN 10763914) additional Director as an Independent Director of the Company		
5	To re-appoint Niteshkumar Kantariya (DIN: 08405905) as an Independent Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Affix Revenue  
Stamp

**Signature of shareholder**

**Signature of 1<sup>st</sup> Proxy holder(s)      Signature of Proxy 2<sup>nd</sup> holder(s)**



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. \*It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**ATTENDANCE SLIP**

**GUJARAT HY-SPIN LIMITED**  
**P. O. Box No. 22, Gundala Road, Gondal-360311,**  
**Dist. – Rajkot, Gujarat, India**  
**CIN: L17110GJ2011PLC063898**

**ANNUAL GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting

\*DP Id No. \_\_\_\_\_

\*Client Id No. \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I hereby record my presence at the 14<sup>th</sup> Annual General Meeting of Gujarat Hy-Spin Limited on Monday, 30<sup>th</sup> September 2024 At Registered Office P. O. Box No. 22, Gundala Road, Gondal-360311 Dist.- Rajkot, Gujarat, India.

**GUJARAT Hy-spin Ltd**

\_\_\_\_\_  
**Signature of the Member / Proxy**

\*Applicable to members holding shares in electronic form

## FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

To,  
Gujarat Hy-Spin Limited,  
P. O. Box No. - 12,  
Gundala Road, Gondal-360311  
Dist.- Rajkot. Gujarat.

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address: .....

Name of the Sole /First Holder: .....

DP ID/Client ID/ Registered Folio No.: .....

Contact Nos.:

Mobile: .....

Landline: .....

.....  
**GUJARAT Hy-spin Ltd.**

**Signature of the Sole/First Holder**

Date: .....

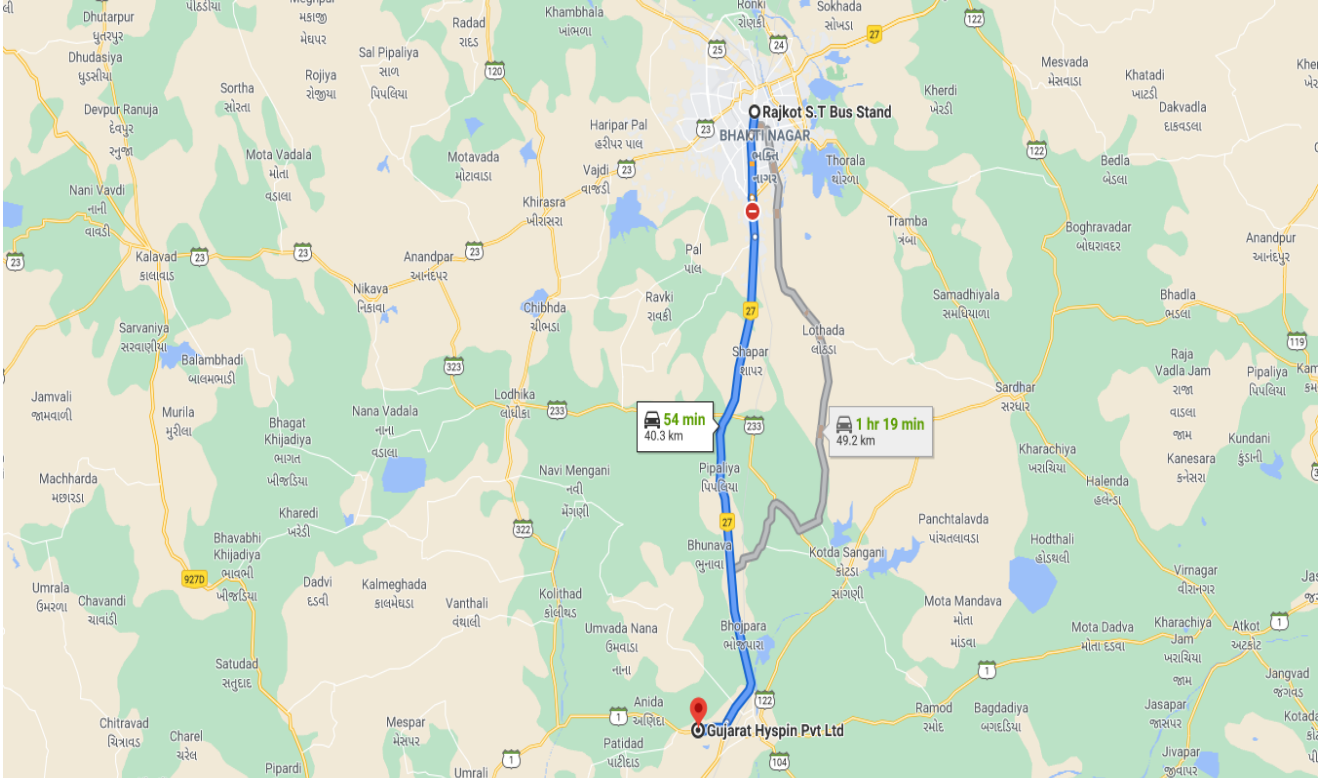
### Notes:

(1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.

# Route Map

## Gujarat Hy-Spin Limited

Registered Office: P. O. Box No. 22, Gundala Road,  
Gondal-360311 Dist - Rajkot, Gujarat



**GUJARAT Hy-spin Ltd.**

**GUJARAT HY-SPIN LIMITED**  
**P.O. Box No. 22, Gundala Road,**  
**Gondal, Dist - Rajkot -360311. Gujarat.**

**CIN : L17110GJ2011PLC063898**  
**Tel.: 02825-297170**

**e-mail: [info@gujarathyspin.com](mailto:info@gujarathyspin.com)**  
**web: [www.gujarathyspin.com](http://www.gujarathyspin.com)**