



Regd. Office: Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump,
Amli, Silvassa 396230
Tele 91-261-2471788

Email : jayprabha@hotmail.com, Website : www.gujcotex.com
Corporate Identity Number : L17119DN1996PLC000116

Date: 08/09/2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400001

Sub: Submission of Annual Report of Gujarat Cotex Limited for the financial year ended 31st March, 2023

Ref.: Scrip Code: 514386, Symbol: GUJCOTEX

Dear Sir,

Pursuant to Regulation 34 of SEBI (LODR) Regulations 2015, we enclose herewith Annual Report of Gujarat Cotex Limited for the financial year ended 31/03/2023.

Kindly take the same on record.

For Gujarat Cotex Limited

Shaileshkumar Jayantkumar Parekh
Managing Director
(DIN: 01246270)

ANNUAL REPORT

2022-2023



GUJARAT COTEX LIMITED

Where Information, Innovation and Technology are the Key words

BOARD OF DIRECTORS

Priyavadan S. Parekh	Chair Person
Shailesh J. Parekh	Managing Director
Chetan S. Parekh	Managing Director & CFO
Tarun P. Solanki	Director
Vidya Pramod Patil	Director

COMPANY SECRETARY

Sweta Temani

BANKERS

The Surat People's Co-op Bank Ltd.
Timaliyawad Branch, Surat
ICICI Bank, Athwalines, Parle Point, Surat

AUDITORS

M Kapadia & Co
Chartered Accountants

REGISTERED OFFICE

Shop No. 4, 1st Floor,
Shanti Complex, Opp. Patel Petrol Pump,
Amlī, SILVASSA-396230,
(Dadra & Nagar Haveli)

CORPORATE OFFICE

2007, Shankar Plaza, Nanpura,
Timaliyawad, Surat-395001, Gujarat

CORPORATE IDENTITY NUMBER

L17119DN1996PLC000116

Purva Share Registry India Pvt. Ltd.

9, Shiv Shakti Indl. Estate, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel (E),
Mumbai-400011

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NOTICE

Notice is hereby given that the Annual General Meeting of Gujarat Cotex Limited (CIN: L17119DN1996PLC000116) will be held at Registered office of the company at Hotel Soubhagya Inn, Plot No. 116/3/1, Silvassa – Vapi Main Road, Amli, Silvassa 396230 on Saturday, 30th September, 2023 at 09.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted

2. To appoint a Director in place of Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. To consider and appoint statutory auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of The Companies Act, 2013 and Rules made there under, and pursuant to the recommendations of the Audit Committee, M/s Pawan Siddharth & Co. Chartered Accountants, having Firm Registration No. 119243W be and is hereby appointed as Statutory Auditors of the company.

RESOLVED FURTHER THAT the auditors shall hold office for five years pursuant to section 139 of The Companies Act, 2013.



SPECIAL BUSINESS

4. To consider and re-appoint Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270) as Managing Director and in this regard, pass the following resolution as an **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013 the members of the Company hereby approves the re-appointment of Shri Shaileshkumar Jayantkumar Parekh as Managing Director for five years at a Remuneration with effect from 01/10/2023 within the limits set out in Part -II of Schedule V of The Companies Act, 2013 and perquisites within the limits set out in section IV of Part- II of Schedule V of The Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of the Managing Director the Company has no profits or its profits are inadequate, Shri Shaileshkumar Jayantkumar Parekh shall be entitled to receive above remuneration including perquisites as minimum remuneration in accordance with the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be applicable from time to time.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Committee approved by the Board as it may in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 as may be applicable form time to time.

5. To consider the shifting of Registered office of the Company from Union Territory of Dadar and Nagar Havelli to the State of Gujarat and in this regard, pass the following resolution as an **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government and such other approvals or permissions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "Union Territory of Dadar and Nagar Havelli" to the "State of Gujarat".

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014



and subject to the confirmation of the Central Government, Clause II of the Memorandum of Association of the Company be and is hereby altered for shifting of the registered office of the Company from the "Union Territory of Dadar and Nagar Havelli" to the "State of Gujarat" and that, Clause II of the Memorandum of Association of the Company be read as follows:

II. The Registered Office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered Office of the Company to the State of Gujarat.

6. To consider and approve the increase in Authorised Share Capital of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of the section 13, 61 and other applicable provisions of The Companies Act, 2013 and rules made there under the consent of the members of the company be and is hereby granted to increase the Authorised Share Capital of Company from Rs. 7,25,00,000/- (Rupees Seven crores Twenty Five Lacs) divided into 1,45,00,000 (One Crore Forty Five Lacs) equity shares of Rs. 5/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 5/- each by creation of 1,55,00,000 (One Crore Fifty Five Lacs) Equity Shares of Rs. 5/- (Rupees Five) each ranking *pari passu* in all respect with the existing equity shares.

Resolved Further that Clause V of Memorandum of Association be substituted by following clause:

The Authorised Share Capital of the Company shall be Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 5/- (Rupees Five) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient in order to implement the aforesaid resolution

7. To consider and approve the alteration in the Main Business Object of the company, and in this regard, pass the following resolution as an **Special Resolution**:



RESOLVED THAT pursuant to the provisions of section 13, section 15 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the consent of the members of the company be and is hereby granted to alter the Memorandum of Association of company in the following manner.

Resolved that the main object of the company under Clause III [A] of Memorandum of Association is hereby altered by addition of Clause III [A](3) and Clause III [A] (4) in the existing Memorandum of Association. The new Clause III [A](3) and Clause III [A] (4) shall be as:-

3. To carry on business as organizers, developers, contractors, commission agent, builders for development of infrastructure of any nature including residential and/or commercial projects, hotels, resorts, malls, town ships, bungalows, row houses, cinema halls, industrial parks & to acquire buy, sell, take or give on lease, exchange or otherwise & to own properties, estates, lands, buildings of any nature or description.
4. To run, operate, manage, administer hotels, restaurants, resorts, cafes, refreshment rooms, logging house, bars, theatres, night clubs, disco, pubs and to act as caterers, proprietors, owners, operator, contractors of the same and further to provide facilities of conference rooms, meetings rooms, banquet halls, function halls and to set up retail and service shops including shopping malls.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient in order to implement the aforesaid resolution.

8. To consider and approve the Adoption of New set of Memorandum of Association of the company, and in this regard, pass the following resolution as an **Special Resolution**:

Resolved that pursuant to the provisions of section 13 and section 15 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to the approval of Registrar of Companies / Regional director the consent of the members of the company be and is hereby granted to adopt the new set of Memorandum of Association of company in place of existing Memorandum of Association.

Resolved further that the new set of Memorandum of Association placed before the members be and is hereby adopted as Memorandum of Association of company.



Resolved further that the board of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to implement the aforesaid resolution.

9. To consider and approve the Adoption of New set of Articles of Association of the company, and in this regard, pass the following resolution as an **Special Resolution**:

Resolved that pursuant to the provisions of section 14 and section 15 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to the approval of Registrar of Companies / Regional director the consent of the members of the company be and is hereby granted to adopt the new set of Articles of Association of company in place of existing Articles of Association.

Resolved further that the new set of Articles of Association placed before the members be and is hereby adopted as Articles of Association of company.

Resolved further that the board of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to implement the aforesaid resolution.

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 07/09/2023

Sd/-
Shaileshkumar
Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Sd/-
Chetankumar
Shaileshkumar Parekh
Managing Director and
CFO
(DIN: 01246220)



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
3. Corporate Members intending to send their authorized representatives to attend the Annual General 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 the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting.
6. The Register of Members and Share Transfer Books of the company will be closed from 24/09/2023 to 30/09/2023, both days inclusive.
7. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:

Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Indl. Estate, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel (E), Mumbai 400011

If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).



8. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. **Information relating to e-voting are as under:**

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations 2015, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting at Annual General Meeting will be provided by CDSL. It may be noted that this e-voting facility is optional. In order to facilitate those Members, who do not wish to use the e-voting facility, the company is enclosing a Ballot form, resolution passed by members through e-voting or ballot forms are deemed to have been passed as if they have been passed at Annual General Meeting.

The e-voting facility will be available at the link <https://www.evotingindia.com> during the following voting period: Commencement of e-voting: From 9.00 a.m. on Wednesday, 27th September, 2023 to 5.00 p.m. on Friday, 29th September, 2023.

- b. The Notice calling the Annual General Meeting (AGM) has been uploaded on the website of the Company. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Annual General Meeting (AGM) Notice is also uploaded on the website of CDSL (agency for providing the Remote e-Voting facility for AGM) i.e. www.evotingindia.com.
- c. E-voting shall not be allowed beyond 5.00 p.m. on Friday, 29th September, 2023. During the e-voting period, shareholders of the Company, holding shares, as on Saturday, 23rd September, 2023 may cast their vote electronically.
- d. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and vote casted through Ballot Form shall be treated as invalid.
- e. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the Meeting shall be able to exercise their rights to vote at the Meeting through ballot paper in case they have not cast their vote by remote e-voting.
- f. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.



- g. The Company has appointed Mr. Kunjal Dalal, Proprietor K. Dalal & Co., Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins from 09.00 a.m. on Wednesday, 27th September, 2023 and ends on 5.00 p.m. on Friday, 29th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting</p>



	<p>page of the e-Voting service provider for casting your vote during the remote e-Voting period.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>



	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

(iv) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.



3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(v) After entering these details appropriately, click on "SUBMIT" tab.

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



- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Gujarat Cotex Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; suncitysyn@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xvi) In case you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 07/09/2023

Sd/-
Shaileshkumar
Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Sd/-
Chetankumar Shaileshkumar
Parekh
Managing Director and CFO
(DIN: 01246220)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:-

For Resolution No. 3

The term of appointment of M/s M. Kapadia & Co., Chartered Accountants as Statutory Auditors of the company is to expire at the Annual General Meeting of the Company.

Based on Recommendation of the Audit Committee, the Board of Directors proposes for the appointment of M/s Pawan Siddarth & Co. Chartered Accountants (FRN: 119243W) as Statutory Auditors of the company for a term of five years at a remuneration of Rs. 31,000/- plus applicable taxes and out of pocket expenses, if any.

The board of directors recommends the Resolutions set out in Item No. 3 of the accompanying notice for approval by the members.



None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the proposed Resolution.

For Resolution No. 4

Based on Recommendation of Nomination and Remuneration Committee, the Board of Directors proposes for the re-appointment of Shri Shaileshkumar Jayantkumar Parekh as Managing Director of the Company with effect from 01/10/2023.

Shri Shaileshkumar Jayantkumar Parekh belongs to the promoters group and is the executive director of the company. He is actively engaged in management and has vast experience in Administration and Marketing. The age of Shri Shaileshkumar Jayantkumar Parekh is more than 70 years and as he has been contributing in the development of the company and it shall be in interest of the company to continue to avail their services and re-appoint them as Managing Director of the company.

The remuneration and perquisites payable to him shall be within limits set out under provision of section 196, 197 and Schedule V of The Companies Act, 2013.

The board of directors recommends the Resolution set out in Item No. 3 of the accompanying notice for approval by the members.

None of the Directors or Key Managerial Personnel except the appointee director are in any way concerned or interested in the proposed Resolution.

For Resolution No. 5

The registered office of the company is presently situated at Union Territory of Dadar Nagar Haveli. The company is not having any manufacturing activity at Silvassa and the trading operations are being carried out from corporate office of company at Surat. For smooth functioning it is proposed to shift the registered office at Surat in State of Gujarat.

The directors of the company are residing in Surat in State of Gujarat and it shall be convenient to undertake business activities in Gujarat and to maintain various records and registers in Gujarat.

The Resolution for shifting of Registered Office was also passed in the AGM held in the year 2019, but the application for shifting of Registered Office in eform INC-23 was not approved and informed to us that some prosecution are pending against the company though no details of the prosecution were furnished by the Ministry and after around 11 months the application in eform INC-23 was arbitrarily rejected without giving any opportunity of being heard.



It is therefore proposed that the registered office of the company be shifted from Silvassa to Surat. The shifting of registered office from one State to Other requires approval of members by way of special resolution hence the resolution is placed before members for consideration. The shifting of registered office shall also be subject to approval of central government.

None of the Directors or Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution.

For Resolution No. 6

The present Authorized Share Capital of the Company is Rs. 7,25,00,000/- and Paid up Share Capital of the Company is Rs. 7,12,20,000/- and in order to meet the capital requirement for business of the Company it is proposed to increase the Authorized Share Capital to Rs. 15,00,00,000/- as stated in the Resolution.

Increase of Authorized Share Capital requires alteration of Memorandum of Association which in turn requires approval of Members by way of Resolution Passed at the General Meeting, hence it is therefore required that Resolution be passed by Members.

The Board of Directors, therefore, recommends the resolution for approval by the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution.

Documents referred to in the explanatory statement will be available for inspection by the Members of the Company at the Registered Office of the Company during the office hours on any working day.

For Resolution No. 7

It is proposed to diversify the business activities of the company by entering into business relating to commercial / residential construction activities and management of hotels, theaters and shopping malls as stated in the Proposed Resolution.

Alteration in object clause of Memorandum of Association requires approval of Members by way of Resolution Passed at the General Meeting, hence it is therefore required that Resolution be passed by Members.

The Board of Directors, therefore, recommends the resolution for approval by the Members of the Company as a Special Resolution.



None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution.

Documents referred to in the explanatory statement will be available for inspection by the Members of the Company at the Registered Office of the Company during the office hours on any working day.

For Resolution No. 8 and 9

The existing Memorandum of Association and Articles of Association are in line with the erstwhile Companies Act, 1956 and in order to align with the provisions of the Companies Act, 2013 it is proposed that the existing Memorandum of Association and Articles of Association of the Company be altered and new set of Memorandum of Association and Articles of Association be adopted.

In terms of provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for alterations in Memorandum of Association and Articles of Association of the Company.

A copy of the proposed set of new Memorandum of Association and Articles of Association of the Company along with relevant changes would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day.

The Board of Directors, therefore, recommends the resolution for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution.

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 07/09/2023

Sd/-
Shaileshkumar
Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Sd/-
Chetankumar
Shaileshkumar Parekh
Managing Director and
CFO
(DIN: 01246220)



**Information in respect of appointment / re-appointment of directors at
Annual General Meeting**

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Name of directors	Shri Shaileshkumar Jayantkumar Parekh
Age	72 Years
Qualifications	Graduate
Experience	More than 30 years
Nature of Expertise	General Management
Inter-se Relationship	Shri Shailesh Parekh is father of Shri Chetan Parekh, the Director and CFO of the company.
Name of the listed entity in which person holds directorship and membership of committee of board	NIL
Shareholding of non- executive directors	Not applicable, since the appointee is executive director

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 07/09/2023

Sd/-
Shaileshkumar
Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Sd/-
Chetankumar
Shaileshkumar Parekh
Managing Director and
CFO
(DIN: 01246220)



BOARD OF DIRECTOR'S REPORT

To
The Members,
Gujarat Cotex Limited

Your directors present Annual report on the business and operations of the company to gather with Audited Statement of Accounts of the company for the year ending 31st March 2023.

The particulars pursuant to sub section 3 of section 134 of the companies act, 2013 are given below.

a) The web address, if any, where annual return referred to in sub-section (3) of section 92 has been placed:

The Annual return of the company as on 31/03/2023 is available on the Company's website on www.gujcotex.com.

b) Number of meetings of the Board:

During the year 2022-23, 5 meetings of Board of Directors were held.

c) Director's Responsibility Statements:

The director's state that:

- i) In the preparation of annual accounts for the financial year ended 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The directors had 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 31st March and of the profit/loss of the company for that period;
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The director had prepared the annual accounts on a going concern basis;
- v) The director had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The director had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ca) Details of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the central government.



Auditor has not reported any fraud under sub-section (12) of section 143 of The Companies Act, 2013.

d) A Statement on Declaration given by Independent Directors under sub-section (6) of section 149.

The independent Directors have submitted declaration pursuant to Section 149(7) confirming that he meets the criteria of independence pursuant to section 149(6). The statement has been noted by Board of Directors.

e) If Company covered under sub-section (1) of section 178, company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matter provided under sub-section (3) of section 178.

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of director and key managerial personal and their remuneration. The policy is disclosed at "Annexure A" in pursuance of provision to section 178(3) of the companies Act 2013.

The Company does not pay any remuneration to the Non-Executive/Independent Directors of the company other than sitting fees for attending the meeting of the Board/Committee. Remuneration to the Managing Director is governed by the relevant provisions of the Companies Act, 2013.

f) Explanations or comments by the board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report / by the company secretary in practice in his secretarial audit report.

The disclosures made by the statutory auditors in the report are self explanatory and no explanation by the board is required.

The Secretarial Audit Report pursuant to Section 204 of the Companies Act, 2013 in prescribed Form MR-3 is attached to as "Annexure B" to this report. The Company has taken note of Qualification, Reservation etc in the Said report and shall make arrangement for necessary compliance in future.

g) Particulars of loans, guarantees or investments under section 186 of Companies act, 2013

Company has not during the year under review (a) given any loan to any person or other body corporate (b) Given any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) Acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, Exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and



securities premium account, whichever is more and hence the particulars are not required to be included in this report.

h) Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form (Form AOC-2)

Company has not entered into transactions referred to in section 188(1) of The Companies Act, 2013 with related party and as such particulars in form AOC-2 are required to be attached to this report.

i) The state of Company's affairs

There is no Material change in the state of affairs of the company particularly nature of business being carried out.

The revenue from operations of the company has increased from Rs. 1434.02 Lakhs in the year 2021-22 to Rs. 1663.44 Lakhs in the year 2022-23. The company had a profit of 56.31 Lakhs in the year 2021-22 and in the year 2022-23 company had a Profit of Rs. 0.96 Lakhs.

j) The amount, if any, which it proposes to carry to any reserves

The Directors do not propose to carry any amount to reserves.

k) The amount, if any, which it recommends should be paid by way of dividend

The Directors do not recommend any amount to be paid by way of dividend.

l) Material Changes and commitments, if any, Affecting the Financial Position of the Company which have occurred between the Ends of the financial year of the company to which the financial statements relate and the date of the report.

There are no material changes and/or commitments affecting financial position of the Company occurred after end of financial year till date of this report.

m) The Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo in such manner as may be prescribed.

Information and details pursuant to Rule 8(3) of the Companies (Accounts) Rules, 2014 with respect to above is given below.

(A) CONSERVATION OF ENERGY-

- i) The steps taken or impact on conservation of energy: NIL
- ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- iii) The capital investment on energy conservation equipments: NIL

**(B) TECHNOLOGY ABSORPTION-**

- i) The efforts made towards technology absorption: Not Applicable
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a. The details of technology imported : Not Applicable
 - b. The year of import: Not Applicable
 - c. Whether the technology been fully absorbed: Not Applicable
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable and
- iv) The expenditure incurred on Research and Development: NIL

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO-

Foreign Exchange earned (actual inflows during the year): Rs. NIL

Foreign Exchange outgo (actual outflows): Rs. NIL

- n) A statement including development and implementation of a Risk Management Policy for the company including identification therein of elements of risk, if any, which in the opinion of the board may threaten the existence of the company;**

The Directors do not foresee any risk that may threaten the existence of the company in normal course. The Directors proposes to develop and implement specific Risk Management Policy on identification of any risk.

- o) The details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;**

Since the net worth of the company is below Five Hundred crores, Turnover of the company is below one thousand crores, Net Profit of the company is below five crores. The provision of Section 135 of The Companies Act, 2013 is not applicable to the company and hence the company is not required undertake any corporate Social Responsibility (CSR) initiatives.

- p) In case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors;**

Pursuant to provision of the Companies Act, 2013 the board has carried out the annual performance evaluation of its own performance as well as the evaluation of the Audit Committee and Nomination & Remuneration Committee.

The chairman of Board of directors and the chairman of Nomination & remuneration Committee met all the directors individually to get an overview of



the functioning of the board and its constituents inter alia on the following board criteria i.e. attendance and level of participation, independence of judgment exercised by independent directors, interpersonal relationship etc.

Based on the valuable inputs received, the directors are encouraged for effective role in company's management.

q) Such other matters as may be prescribed.

(Pursuant to rule 8(5) of The Companies (Accounts) Rules, 2014)

i) The Financial summary or highlights

The summary of financial Results (standalone) for the year under review is as under:-

Particulars	Rupees in Lakhs	
	As on 31/03/2023	As on 31/03/2022
Turnover and other income	1664.07	1486.81
Interest and Financial Charges	0.80	1.32
Depreciation	3.97	4.62
Profit / Loss (-) before exceptional items and tax	0.22	56.09
Profit /Loss(-) After Tax for the year	0.96	56.31

ii) The Change in the nature of business, if any:

There is no Material change in nature of business of the company.

iii) The Details of Directors or key managerial personnel who were appointed or have resigned during the year:

Shri Azad Chaturbhai Ramoliya was appointed as additional director with effect from 19/05/2022 and he resigned from ceased to be director from 27/09/2022.

(iiia) A statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year:

No Independent director was appointed in the company during the year.

iv) The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;

No company has become or ceases to be subsidiary, joint venture or associate company.



- v) The details relating to deposits, covered under Chapter V of the Act,-**
- (a) Accepted during the year: NIL
 - (b) Remained unpaid or unclaimed as at the end of the year: NIL
 - (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
 - (i) At the beginning of the year: Not Applicable
 - (ii) Maximum during the year: Not Applicable
 - (iii) At the end of the year: Not Applicable

vi) The details of deposits which are not in compliance with the requirements of Chapter V of the Act: NIL

vii) The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future: NIL

viii) The details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on continuous basis covering all major operation. During the year no Reportable Material weakness in the operation was observed.

ix) A disclosure, as to whether maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

x) A statement that the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



Disclosures under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.		
Sr. No.	Requirement under Rule 5(1)	Details
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Not Applicable. No remuneration paid to Managerial Personnel.
(ii)	The percentage increase in remuneration of each director, chief financial officer, Chief Executive officer, company secretary or manager, in the financial year.	No Remuneration has been paid to directors & CFO and no increase in Remuneration paid to Company Secretary.
(iii)	The percentage increase in the median remuneration of employees in the financial year	No increase in remuneration of the employees
(iv)	Number of permanent employees on the rolls of the company as on 31 st March, 2023.	4
(v)	Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable. No remuneration paid to Managerial Personnel.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	The company affirms remuneration is as per the remuneration policy of the company.

No Employee of the company has been paid Remuneration in excess of limits laid down in rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence statement showing details thereof is not applicable.

Audit Committee

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. The Audit committee during the year 2021-2022 comprises of three directors namely Shri Tarunkumar Parsottamdas Solanki, Shri Shaileshkumar Jayantkumar Parekh and Smt. Vidya Pramod Patil. Shri Tarunkumar Parsottamdas Solanki is the Chairman of the Audit Committee. During the year there was no instance where the board had not accepted the Recommendation of Audit Committee.

Vigil Mechanism/Whistle Blower Policy

Pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Power) Rules, 2014, the Board of Director has



adopted vigil mechanism in the form of Whistle Blower Policy through which, its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

It is the Company's Policy to ensure that no employee is victimised or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee. The said policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors.

Shri Tarunkumar Parsottamdas Solanki, the Chairman of the Audit Committee can be contacted to report any suspected / confirmed incident of fraud/misconduct on:

Email: jayprabha@hotmail.com

Contact No.: 9327977729

Your Company hereby affirms that no director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Board of Directors place on records the services of all stakeholders and associates who have co-operated in the working of the Company

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 07/09/2023

Sd/-
Shaileshkumar
Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Sd/-
Chetankumar
Shaileshkumar Parekh
Director and CFO
(DIN: 01246220)



“Annexure A”

**DISCLOSURE OF POLICY FOR REMUNERATION OF DIRECTORS, KEY
MANAGERIAL PERSONNEL AND OTHER EMPLOYEES
(Pursuant to subsection 3 and 4 of section 178 of The Companies Act, 2013)**

Remuneration Policy:

1. Remuneration to managerial personnel will be recommended to the board by the committee and same shall be subject to approval of shareholders and/or central government where ever required.
2. Remuneration to managerial personnel shall be in accordance with the provisions of the Companies Act, 2013 and other applicable acts.
3. Increment to existing remuneration shall be as per recommendation of committee and within the limits approved by shareholders.

Remuneration to Managerial Personnel:

1. The managerial personnel shall be entitled to monthly remuneration as approved by the board on recommendation of the committee and same shall be in accordance with the provision of the Companies act, 2013 and rules made there under The breakup of pay scale and quantum of perquisites and non-monetary benefits shall also be approved by board on recommendation of the committee.
2. The managerial Personnel shall also be eligible to performance linked incentives as may be determined by board.
3. The managerial personnel may also be paid commission as may be approved by shareholders.
4. The managerial personnel shall be entitled to minimum remuneration in accordance with Schedule V of the Companies Act, 2013 in event of no profit or inadequacy of profit.

Remuneration to Non-executive / Independent directors:

1. The remuneration shall be in accordance with the Companies Act, 2013 and rules made there under.
2. The non-executive/independent directors may receive sitting fees for attending the meeting of board of directors or an committee which shall be within the prescribed limit under the act. Non – executive directors shall be reimbursed travelling and incidental expense for attending the meeting.
3. Non- executive directors may also be paid commission subject to approval by the shareholders and within the limit not exceeding 1% of the profit of the company.
4. Non-executive directors shall not be entitled stock options.



INDEPENDENT AUDITORS' REPORT

TO,
THE MEMBERS OF GUJARAT COTEX LIMITED
(CIN: L17119DN1996PLC000116)
(Formerly known as OCTAGON INDUSTRIES LIMITED)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **GUJARAT COTEX LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Cash Flow Statement for the year then ended and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA's) 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 Standalone 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

**Revenue recognition**

The key audit matters	How our audit addressed the key audit matter
<p>The principal products of the Company comprise of textile fabrics that are mainly sold in domestic market. Further, the Company is also engaged in business of purchase and sale of non-agricultural plots of land. Revenue is recognised when the customer obtains control of the goods and in case of non-agricultural plots of land, on registration of sale deed. We identified revenue recognition as a key audit matter because the Company and its shareholders focus on revenue as a key performance indicator.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none">1. We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards.2. We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on all transactions.3. We performed substantive testing by selecting samples of revenue transactions, recorded during the year by testing the underlying documents using statistical sampling.4. We carried out analytical procedures on revenue recognised during the year to identify unusual variances.5. We tested, on a sample basis, revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period.

Litigations, provisions and contingencies

The key audit matters	How our audit addressed the key audit matter
<p>The Company recognises a provision when it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. We have identified litigations, provisions and contingencies as a key audit matter because it requires the Company to make judgements and estimates in relation to the exposure arising out of litigations. The key judgement lies in the estimation of provisions where they may differ from the future obligations.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none">1. We tested the effectiveness of key controls around the recording and assessment of litigations, provisions and contingent liabilities.2. We obtained Company's assessment of the open cases, if any, and compared the same to the assessment of subject matter experts, wherever necessary, to assess the reasonableness of the provision or contingency.3. We considered the adequacy of the Company's disclosures made in relation to related provisions and contingencies in the financial statements.



Other Information

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

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

Management's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and the 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 these standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidated the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.



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

1. Identify and assess the risks of material misstatement of the standalone 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 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and board of directors.
4. Conclude on the appropriateness of managements and board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 Act, we give in the "Annexure – A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these standalone financial statements;
 - d. In our opinion, the aforesaid standalone financial statement complies with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on effectiveness of such controls and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. 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 Company has not paid any remuneration to its directors during the year.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Company's (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



- iv. a) The management has represented that, to the best of its knowledge and belief, no funds 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 entities ("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.
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("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 Funded party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year in accordance with section 123 of the Companies Act, 2013. Hence this clause is not applicable.
- vi. As the proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company w.e.f. April 1, 2023, reporting on maintaining of audit trail under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 under this clause is not applicable.

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN - 133572W

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO.: 126250
SURAT. MAY 25, 2023.
UDIN: 23126250BGXEWG7260



ANNEXURE-A TO INDEPENDENT AUDITORS' REPORT

The Annexure Referred to in Paragraph 1 under Report on other Legal and Regulatory Requirements of Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company does not own any intangible assets. Therefore, the provisions of the clause i(a)(A) of the Order are not applicable to the Company.
- (b) The property, plant and equipment were physically verified during the year by the Management in accordance with regular programme of verification which, in our opinion, provides for physical verification of all property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties of buildings as disclosed in Note 1 to the standalone financial statements were not held in the name of the Company till 30.09.2022. This immovable property was in form of office situated at 2007-2013, Shankar Plaza, Nanpura, Surat. This immovable property was purchased by Mr. Ketan S. Parekh (relative of director) and Mr. Chetan S. Parekh (director) in the year preceding financial year 2010-2011 vide satakhat and no registered title deed was made by them at that time, in their name. The company has purchased said immovable property from Mr. Ketan S. Parekh (relative of director) and Mr. Chetan S. Parekh (director) on 26.8.2010 vide resolution passed in AGM held on 26.8.2010 only by issuing 1000000 equity shares @ Rs.10 each aggregate amounting to Rs.1,00,00,000/- of the Company as consideration of purchase from both of them and no title deed was prepared and registered in Company's name in that year. However, as explanation given to us, since the title deed cannot be registered due legal complications in name of the company, the same have been resold to both the above-mentioned persons. The documentary evidence for such sale of property has not been provided for our verification other than an ordinary resolution of AGM dated 27.09.2022.
- (d) The Company has not revalued its property, plant and equipment (including right to use assets or intangible assets or both) during the year. Therefore, the provisions of the clause i(d) of the Order are not applicable to the Company.
- (e) There have been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder during the year. Therefore, the provisions of the clause i(e) of the Order are not applicable to the Company.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. The coverage and procedures of physical verification of inventory followed by the management are appropriate, reasonable and adequate in relation of the size of the Company and the nature of its business. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (b) The Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during the year. Therefore, the provisions of the clause ii(b) of the Order are not applicable to the Company.



(iii) The Company has not made investments in, nor provided any guarantee nor security nor granted advances in the nature of loans, secured or unsecured, to the firms, limited liability partnerships or any other parties during the year. However, as per explanations and information given to us, the Company has made investments in Prabhat Oils Ltd, the company in which some of the directors are also the director of Prabhat Oils Ltd and has granted loans and advances to directors and relatives of the directors during the year.

(a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has provided unsecured loans to another company and to related parties during the year; the details thereof is as under:

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted / provided during the year				
• Subsidiaries	NIL	NIL	NIL	NIL
• Joint Ventures	NIL	NIL	NIL	NIL
• Associates	NIL	NIL	NIL	NIL
• Company	NIL	NIL	9150000	NIL
• Others - related parties	NIL	NIL	2748577	NIL
Balance outstanding as at balance sheet date in respect of above cases				
• Subsidiaries	NIL	NIL	NIL	NIL
• Joint Ventures	NIL	NIL	NIL	NIL
• Associates	NIL	NIL	NIL	NIL
• Company	NIL	NIL	NIL	NIL
• Others - related parties	NIL	NIL	NIL	NIL

- (b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions of the grant of all loans and investments made are not prejudicial to the company's interest.
- (c) According to the information and explanations given to us and based on the audit procedures performed by us, we are unable to comment in respect of loans in clause 3(iii)© since schedule of repayment of principal and payment of interest is not stipulated by the Company.
- (d) According to the information and explanations given to us and based on the audit procedures performed by us, we are unable to comment in respect of loans in clause 3(iii)(d) since schedule of repayment of principal and payment of interest is not stipulated by the Company.
- (e) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.



- (f) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has granted loans during the year to the related parties as defined in clause (76) of section 2 of the Companies Act, 2013. The details required under clause 3(iii)(f) are as under:

Particulars	All parties	Promoters	Related Parties
Aggregate amount of loans/advances in nature of loans where:			
• Loan is repayable on demand (A)	NIL	NIL	NIL
• Loan Agreement does not specify any terms or period of repayment (B)	NIL	NIL	11898577
TOTAL (A+B)	NIL	NIL	11898577
Percentage of loans / advances in nature of loans to the total loans	NIL	NIL	100%

- (iv) In our opinion and according to the information and explanation given to us, the Company has not granted any guarantees or any securities to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of the grant of loans, investments made, to the extent applicable to Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits or amounts which are deemed to be deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under Section 148(1) of the Act, in respect of activities carried on by the Company. Accordingly, paragraph 3 (vi) of the Order is not applicable to the Company.
- (vii) According to the information & explanations given to us in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues in arrears as at 31-03-2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Goods and Service Tax outstanding on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the company has not surrendered or disclosed any transactions not recorded in books of account as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961) and therefore, the provisions of the clause 3 (viii) of the Order are not applicable to the Company.



- (b) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the management. Accordingly, the provisions of clause 3(xi)(a) of the Order are not applicable to the Company.
- (b) To the best of our knowledge and according to the information and explanations given to us, no fraud has been reported by the auditor in Form ADT-4 under section 143(12) of the Act as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year. Accordingly, the provisions of clause 3(xi)(b) of the Order are not applicable to the Company.
- © 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 year. Accordingly, the provisions of clause 3(xi)(c) of the Order are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by applicable Ind AS. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly to the extend the paragraph 3(xiii) of the Order is not applicable to the Company.
- (xiv) (a) In our opinion and according to the information and explanations given to us and based on our examination of the records, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not a Non-Banking Financial Corporation and hence not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration from Reserve Bank of India as per Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.



- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not made any default in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) In our opinion and according to the information and explanations given to us, the Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has applied the term loans for the purpose for which such loans were obtained.
- (d) In our opinion and according to the information and explanations given to us, the Company has not utilised short term basis fund for long term purposes.
- (e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the management. Accordingly, the provisions of clause 3(xi)(a) of the Order are not applicable to the Company.
- (b) To the best of our knowledge and according to the information and explanations given to us, no fraud has been reported by the auditor in Form ADT-4 under section 143(12) of the Act as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year. Accordingly, the provisions of clause 3(xi)(b) of the Order are not applicable to the Company.
- (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 year. Accordingly, the provisions of clause 3(xi)(c) of the Order are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by applicable Ind AS. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly to the extend the



paragraph 3(xiii) of the Order is not applicable to the Company.

- (xiv) (a) In our opinion and according to the information and explanations given to us and based on our examination of the records, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not a Non-Banking Financial Corporation and hence not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration from Reserve Bank of India as per Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
- © In our opinion, the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India and accordingly, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
- (d) In our opinion, the Company has no group nor the group has no CIC and accordingly, the provisions of clause 3(xvi)(d) of the Order are not applicable to the Company.
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash loss during the financial year under audit and in preceding financial year.
- (xviii) According to the information and explanations given to us and based on our examination of the records of the Company, there has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order are not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) In our opinion and according to the information and explanations given to us, the provisions of section 135 of Companies Act and Schedule VII to Companies Act are not applicable to the Company and hence provisions of clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the provisions of section 135 of Companies Act and Schedule VII to Companies Act are not applicable to the Company and hence provisions of clause 3(xx)(b) of the Order is not applicable to the Company.
- (xxi) In our opinion and according to the information and explanations given to us, the Company is not required to prepare consolidated financial statements and hence provisions of clause 3(xxi) of the Order is not applicable to the Company.

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN - 133572W

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO.: 126250
SURAT. MAY 25, 2023.
UDIN: 23126250BGXEWG7260



ANNEXURE-B TO INDEPENDENT AUDITOR'S REPORT

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

We have audited internal financial controls over financial reporting of **GUJARAT COTEX LIMITED ("the Company")** as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Management and the Board of Directors of the Company are responsible for establishing and maintaining internal financial controls 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 control system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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 the ICAI.

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN - 133572W

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO.: 126250
SURAT. MAY 25, 2023.
UDIN: 23126250BGXEWG7260



AUDITOR'S CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE
Independent Auditor's Certificate on compliance with Corporate Governance
Requirements under SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.

TO,

THE MEMBERS OF GUJARAT COTEX LIMITED

(CIN: L17119DN1996PLC000116)

(Formerly known as OCTAGON INDUSTRIES LIMITED)

We have examined the compliance of conditions of Corporate Governance by **Gujarat Cotex Limited**, for the year ended on March 31, 2023.

The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedure to ensure the compliance with the conditions of the corporate governance stipulated in the SEBI Listing Regulations.

Our examination is limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts and other relevant records and documents maintained by the company for the purpose of providing reasonable assurance on the compliance with corporate governance requirements by the company.

We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on Certification of Corporate Governance issued by the ICAI, the Standards on Auditing specified under Section 143 (10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Report or Certificates for Special Purposes issued by the ICAI which requires the we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



The certificate is addressed and provided to the members of the company solely for the purpose to enable the company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN - 133572W

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO.: 126250
SURAT. MAY 25, 2023.
UDIN: 23126250BGXEWG7260



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)
CIN: L17119DN1996PLC000116
BALANCE SHEET AS AT MARCH 31, 2023

		Rupees in Lakhs		
	Notes	As at 31st March, 2023	As at 31st March, 2022	
ASSETS				
NON-CURRENT ASSETS				
(a)	Property, Plant & Equipment	1	23.59	110.25
(b)	Capital Work-in-Progress		0.00	0.00
(c)	Investment Property		0.00	0.00
(d)	Goodwill		0.00	0.00
(e)	Other Intangible Assets		0.00	0.00
(f)	Intangible assets under development		0.00	0.00
(g)	Biological Assets other than bearer plants		0.00	0.00
(h)	Financial Assets			
	(i) Investments	2	250.30	75.00
	(ii) Trade Receivables		0.00	0.00
	(iii) Loans		0.00	0.00
	(iii) Others		0.00	0.00
(i)	Deferred tax assets (net)		0.00	0.00
(j)	Other non-current Assets	3	6.09	86.19
CURRENT ASSETS				
(a)	Inventories	4	36.16	78.33
(b)	Financial Assets			
	(i) Investments		0.00	0.00
	(ii) Trade Receivables	5	1,078.11	1,289.56
	(iii) Cash & Cash Equivalents	6	43.73	38.48
	(iv) Bank balances other than (iii) above		0.00	0.00
	(v) Loans		0.00	0.00
	(vi) Others		0.00	0.00
(c)	Current Tax Assets (Net)		0.00	0.00
(d)	Other Current Assets	7	62.54	14.78
TOTAL ASSETS			1,500.51	1,692.59
EQUITY AND LIABILITIES				
EQUITY				
(a)	Equity Share Capital	8	712.20	712.20
(b)	Other Equity		(67.26)	(68.22)
LIABILITIES				
NON-CURRENT LIABILITIES				
(a)	Financial Liabilities			
	(i) Borrowings	9	2.87	6.12
	(ia) Lease Liabilities		0.00	0.00
	(ii) Trade Payables			
	A. total outstanding dues of micro enterprises and small enterprises; and		0.00	0.00
	B. total outstanding dues of creditors other than micro enterprises and small enterprises;		0.00	0.00
	(iii) Other Financial Liabilities		0.00	0.00
(b)	Provisions		0.00	0.00
(c)	Deferred Tax Liabilities (Net)		0.00	0.00
(d)	Other non-current liabilities		0.00	0.00
TOTAL C/F			647.82	650.10



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)
CIN: L17119DN1996PLC000116
BALANCE SHEET AS AT MARCH 31, 2023

		Rupees in Lakhs	
	Notes	As at 31st March, 2023	As at 31st March, 2022
TOTAL B/F		647.82	650.10
CURRENT LIABILITIES			
(a)	Financial Liabilities		
	(i) Borrowings	10	65.74
	(ia) Lease Liabilities		75.87
	(ii) Trade Payables	11	0.00
	A. total outstanding dues of micro enterprises and small enterprises; and	746.71	761.64
	B. total outstanding dues of creditors other than micro enterprises and small enterprises	2.62	196.06
	(iii) Other Financial Liabilities	0.00	0.00
(b)	Other Current Liabilities	12	36.90
(c)	Provisions		0.00
(d)	Current Tax Liabilities (Net)		0.72
TOTAL EQUITY AND LIABILITIES		1,500.51	1,692.59

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date attached herewith

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN : 133572W

For and on behalf of Board of Directors of
GUJARAT COTEX LIMITED

(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO. 126250
SURAT. MAY 25, 2023.

Priyvanda S. Parekh (DIN:02644060) Chair Person	Shailesh J Parekh (DIN:01246270) Managing Director	Chetan S. Parekh (DIN:01246220) Managing Director & CFO
---	--	--

Shweta N Temani (PAN:ANKPT0494L) Company Secretary	Tarun P Solanki (DIN:02310265) Director	Vidya Pramod Patil (DIN:09287709) Additional Director
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GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)
CIN: L17119DN1996PLC000116
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2023

		Rupees in Lakhs	
		For the year ended	For the year ended
		31st March, 2023	31st March, 2022
		Notes	
X	Profit/(Loss) from discontinued operations	0.00	0.00
XI	Tax expense of discontinued operations	0.00	0.00
XII	Profit/(Loss) from discontinued operations (after tax) (X-XI)	0.00	0.00
XIII	Profit/(Loss) for the period (IX+XII)	0.96	56.31
XIV	Other Comprehensive Income	0.00	0.00
XV	Total Comprehensive Income for the year (XIII+XIV)	0.96	56.31
XVI	Earning per equity share (Face Value Rs.5 each)	22	
	Basic	0.01	0.40
	Diluted	0.00	0.00

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date attached herewith

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN : 133572W

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO. 126250
SURAT. MAY 25, 2023.

For and on behalf of Board of Directors of
GUJARAT COTEX LIMITED

S/D	S/D	S/D
Priyvanda S. Parekh (DIN:02644060)	Shailesh J Parekh (DIN:01246270)	Chetan S. Parekh (DIN:01246220)
Chair Person	Managing Director	Managing Director & CFO

S/D	S/D	S/D
Shweta N Temani (PAN:ANKPT0494L)	Tarun P Solanki (DIN:02310265)	Vidya Pramod Patil (DIN:09287709)
Company Secretary	Director	Additional Director



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)
CIN: L17119DN1996PLC000116
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2023

	Rupees in Lakhs	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A EQUITY SHARE CAPITAL		
Balance at the beginning of the reporting year	712.20	712.20
Changes in equity share capital during the year	0.00	0.00
Balance at the end of the reporting year	712.20	712.20
B OTHER EQUITY		
Accumulated Deficit in Profit & Loss Account		
Balance at the beginning of the current reporting period	(68.22)	(124.53)
Add: Profit / (Loss) for the current year	0.96	56.31
Add: Other Comprehensive income (net of tax) for the current year	0.00	0.00
Total Comprehensive Income for the current year	0.96	56.31
Closing balance of Profit & Loss A/c.	(67.26)	(68.22)

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date attached herewith

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN : 133572W

For and on behalf of Board of Directors of
GUJARAT COTEX LIMITED

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO. 126250
SURAT. MAY 25, 2023.

S/D
Priyvanda S. Parekh
(DIN:02644060)
Chair Person

S/D
Shailesh J Parekh
(DIN:01246270)
Managing Director

S/D
Chetan S. Parekh
(DIN:01246220)
Managing Director &
CFO

S/D
Shweta N Temani
(PAN:ANKPT0494L)
Company Secretary

S/D
Tarun P Solanki
(DIN:02310265)
Director

S/D
Vidya Pramod Patil
(DIN:09287709)
Additional Director



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)
CIN: L17119DN1996PLC000116
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

		Rupees in Lakhs	
		As at	As at
		March 31 2023	March 31 2022
A	<u>CASH FLOW FROM OPERATING ACTIVITIES:</u>		
(a)	Profit / (Loss) before tax from operating activities	1.68	56.09
	Adjustments:		
	Depreciation and amortization	3.97	4.62
	Tax Expense	(0.72)	0.23
	Other Income	(0.62)	(52.78)
	(Profit) / Loss on sale of assets	(1.46)	0.00
	Interest and other finance costs	0.80	1.32
(b)	Working capital changes:		
	Decrease / (Increase) in inventories	42.17	(49.55)
	Decrease / (Increase) in trade receivables	211.45	(387.15)
	Decrease / (Increase) in other financial current assets	0.00	0.00
	Decrease / (Increase) in other current assets	(48.34)	(13.05)
	Increase / (Decrease) in trade payables	(208.36)	395.20
	Increase / (Decrease) in other current liabilities	36.90	(22.85)
	Increase / (Decrease) in provisions/tax liabilities	(8.20)	8.92
	NET CASH GENERATED FROM OPERATING ACTIVITIES (A)	29.26	(59.01)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
(a)	Proceeds from sale of fixed assets	88.00	0.00
(b)	Proceeds from sale of investments	0.00	0.00
(c)	Purchase of tangible assets/capital work in progress	(3.26)	0.00
(d)	Purchase of intangible assets/assets under development	0.00	0.00
(e)	Purchase of investments	(175.30)	0.00
(f)	Decrease / (Increase) in other non-current assets	80.10	9.83
(g)	Dividend Received	0.08	0.04
(h)	Interest Received	0.46	0.00
(i)	Other Income	0.09	52.74
	NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	(9.84)	62.61



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)
CIN: L17119DN1996PLC000116
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

	As at March 31 2023	Rupees in Lakhs As at March 31 2022
C		
(a)		
(b)		
(c)		
(d)		
(e)		
(f)		
(g)		
(h)		
NET CASH GENERATED FROM FINANCING ACTIVITIES ©	(14.18)	28.41
TOTAL CASH INFLOWS (A+B+C)	5.24	32.01
ADD: CASH & CASH EQUIVALENTS AT BEGINNING OF THE YEAR	38.48	6.47
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	43.73	38.48

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date attached herewith

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN : 133572W

For and on behalf of Board of Directors of
GUJARAT COTEX LIMITED

S/D
(MEHUL G. KAPADIA - PARTNER)
MEMBERSHIP NO. 126250
SURAT.MAY 25, 2023.

S/D
Priyvanda S. Parekh
(DIN:02644060)
Chair Person

S/D
Shailesh J Parekh
(DIN:01246270)
Managing Director

S/D
Chetan S. Parekh
(DIN:01246220)
Managing Director
& CFO

S/D
Shweta N Temani
(PAN:ANKPT0494L)
Company Secretary

S/D
Tarun P Solanki
(DIN:02310265)
Director

S/D
Vidya Pramod Patil
(DIN:09287709)
Additional Director



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

1 PROPERTY, PLANT & EQUIPMENT										
Rupees in Lakhs										
Particulars	GROSS CARRYING AMOUNT				DEPRECIATION AND AMORTIZATION			NET CARRYING AMOUNT		
	As at 1st April, 2022	Additions	Disposals, transfers and adjustments	As at 31st March, 2023	Upto 31st March, 2022	For the year	On Disposals, transfers and adjustments	Upto 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Buildings	101.60	0.00	101.60	0.00	14.23	0.86	15.08	0.00	0.00	87.37
Furniture & Fixtures	11.43	0.17	0.00	11.60	9.25	0.01	0.00	9.26	2.34	2.18
Vehicles	33.15	0.00	0.00	33.15	12.87	2.33	0.00	15.20	17.95	20.28
Office Equipment	1.48	3.09	0.16	4.42	1.13	0.18	0.14	1.18	3.24	0.35
Computer Systems	6.48	0.00	0.00	6.48	6.42	0.00	0.00	6.42	0.06	0.06
TOTAL	154.15	3.26	101.76	55.65	43.90	3.38	15.22	32.06	23.59	110.25
Previous Year	154.15	0.00	0.00	154.15	39.87	4.03	0.00	43.90	110.25	114.28



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Note	Particulars	Rupees in Lakhs	
		As at 31st March, 2023	As at 31st March, 2022
2	NON-CURRENT INVESTMENTS		
	Investment in Equity Instruments fully paid-up - Unquoted		
	Sonpal Cement Ltd (Formerly known as Amy Urja Vikalp Limited)	43.34	43.34
	433400 Equity Shares of Rs.10 each fully paid Gujarat Cotex Finlease Limited	31.41	31.41
	314100 Equity Shares of Rs.10 each fully paid		
	Sub-Total	74.75	74.75
	Other - Unquoted		
	In shares of The Surat Peoples Coop. Bank Ltd 250 Equity Shares of Rs.100 each fully paid	0.25	0.25
	In shares of Prabhat Oils Ltd	175.30	0.00
	Information regarding number of equity shares and their face value per share are not provided		
	Sub-Total	175.55	0.25
		250.30	75.00
3	OTHER NON-CURRENT ASSETS		
	Unsecured, considered good Advances for Purchase of Capital Goods		
	(i) Advance to related parties	0.00	0.00
	(ii) Advance to others	6.00	86.00
	Security Deposit		
	With Others	0.09	0.19
		6.09	86.19
4	INVENTORIES		
	(At cost or net realisable value whichever is less)		
	Stock-in-trade (goods purchased for resale) : Textile Fabrics	27.47	69.42
	Stock-in-trade (Plots of Non-Agriculture Land purchased for resale)	8.69	8.91
		36.16	78.33



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Rupees in Lakhs

Note	Particulars	As at 31st March, 2022	As at 31st March, 2021
5	TRADE RECEIVABLES		
	Unsecured, considered good		
(i)	Undisputed Trade receivables, considered good		
	Outstanding for less than 6 months from due date of payments	810.63	1,013.91
	Outstanding for 6 months - 1 year from due date of payments	0.00	0.00
	Outstanding for 1-2 years from due date of payments	0.00	0.00
	Outstanding for 2-3 years from due date of payments	0.00	0.00
	Outstanding for more than 3 years from due date of payments	267.48	275.65
(ii)	Undisputed Trade receivables, which have	0.00	0.00
(iii)	Undisputed Trade receivables, credit impaired	0.00	0.00
(iv)	Disputed Trade receivables, considered good	0.00	0.00
(v)	Disputed Trade receivables, which have	0.00	0.00
(vi)	Disputed Trade receivables, credit impaired	0.00	0.00
		1,078.11	1,289.56
6	CASH AND CASH EQUIVALENT		
	Cash on hand:		
	In Indian Rupees	43.46	38.33
	Bank balance :		
	In Current Accounts	0.27	0.16
		43.73	38.48
7	OTHER CURRENT ASSETS		
	Prepaid Expense	0.29	0.25
	Unamortized Expense (To the extent not written off or adjusted)		
	Preliminary Expenses	0.00	0.02
	Public Issue Expenses	0.00	0.56
	Balance with revenue authorities		
	Goods & Service Tax Receivable	2.57	3.74
	MAT Credit Receivable	5.42	9.14
	TCS Receivable	1.55	1.07
	Advance to Creditors	52.71	0.00
		62.54	14.78
8	EQUITY SHARE CAPITAL		
	AUTHORISED	725.00	725.00
	14,500,000 Equity Shares of Rs.5/- each		
	ISSUED, SUBSCRIBED AND FULLY PAID UP	712.20	712.20
	14,244,000 Equity Shares of Rs.5/- each fully paid up.		
		712.20	712.20



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Note	Particulars	Rupees in Lakhs	
		As at 31st March, 2022	As at 31st March, 2021
8.1	Reconciliation of Number of Shares		
	Equity Shares at Beginning of the Year	142.44	142.44
	Add: Issued During the Year	0.00	0.00
	Equity Shares at End of the Year	142.44	142.44
8.2	Details of share holder holding more than 5% of the ordinary shares in the company		
	Name of shareholders	PAN of shareholder	No. of shares (%) No. of shares (%)
	Priyavanda Sudhir Parekh	AEBPP4567N	1532273 (10.76%) 2082000 (14.62%)
	Ketan Sudhir Parekh	AFSPP8274L	25000 (0.18%) 1700000 (11.93%)
	Chetan Shailesh Parekh	AFSPP8275M	25000 (0.18%) 1630000 (11.44%)
	Shailesh Jayant Parekh	AERPP2055D	25000 (0.18%) 850000 (05.97%)
8.3	Details of shareholding of Promoters		
	Shares held by promoters at the end of the year	% Change during the year	2022-2023
	Promoter Name	No. of shares	% of total shares
	Priyavanda Sudhir Parekh	1532273	10.76%
	Ketan Sudhir Parekh	25000	0.18%
	Chetan Shailesh Parekh	25000	0.18%
	Shailesh Jayant Parekh	25000	0.18%
	TOTAL	1607273	11.30%
9	NON-CURRENT BORROWINGS		
	Secured		
	ICICI Bank Ltd - Car Loan (Kia)	2.87	6.12
	(Term loan have been taken against hypothecaion of Motor Car & its terms of repayment is for 60 months)		
		2.87	6.12
10	CURRENT BORROWINGS		
	Secured		
	Current maturities of non-current borrowings	3.55	3.55
	Unsecured, considered good		
	Loans and advances from related parties	22.65	72.32
	Loans and advances from corporate body	39.55	0.00
		65.74	75.87



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Rupees in Lakhs

Note	Particulars	As at	
		31st 2023	March, 31st 2022

11 TRADE PAYABLES

(A) Disclosure requirement under MSMED Act, 2006

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006. The disclosures pursuant to the said MSMED Act are as follows:

(i)	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	746.71	761.64
(ii)	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.00	0.00
(iii)	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00
(iv)	Interest paid, under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during	0.00	0.00
(v)	Interest due and payable towards suppliers registered under the MSMED Act, for payments already made	0.00	0.00
(vi)	Further interest remaining due and payable for earlier years	0.00	0.00

(B) Disclosure regarding trade payables ageing schedule

Outstanding for following periods from due date of payment

SR. NO.	PARTICULARS	Less than	1-2 YEARS	2-3 YEARS	MORE THAN 3	TOTAL	TOTAL
a) Creditors for Goods							
(i)	MSME	746.71	0.00	0.00	0.00	746.71	761.64
(ii)	Others	0.00	0.00	0.00	0.00	0.00	194.80
(iii)	Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv)	Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total : a)		746.71	0.00	0.00	0.00	746.71	956.43
b) Creditors for Expense							
(i)	MSME	0.00	0.00	0.00	0.00	0.00	0.00
(ii)	Others	2.62	0.00	0.00	0.00	2.62	1.27
(iii)	Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv)	Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total : b)		2.62	0.00	0.00	0.00	2.62	1.27
TOTAL (a+b)		749.34	0.00	0.00	0.00	749.34	957.70

12 OTHER CURRENT LIABILITIES

Statutory Liabilities	0.29	0.00
Advances from Customers	36.61	0.00
	36.90	0.00



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Rupees in Lakhs

Note	Particulars	As at		
		31st March, 2023	31st March, 2022	
		Total outstanding balance as	Instalment due in	Remaining
Sr. No.	Details of Term Loan	on 31.03.2023	next 12 months	outstanding of
			(Shown as current	(Shown as non-
			maturity of non-	current
			current borrowings	current
			under the heading	borrowings)
			current borrowings)	borrowings)
1	ICICI Bank Ltd - Car Loan (Kia)	6.42	3.55	2.87



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Note	Particulars	Rupees in Lakhs	
		As at 31st March, 2023	As at 31st March, 2022
13	REVENUE FROM OPERATIONS		
	Sale of Products (Textile Fabrics)	1,660.34	1,428.02
	Sale of Plots of Land	3.10	6.00
		1,663.44	1,434.02
14	OTHER INCOME		
	Dividend Income	0.08	0.04
	Interest on Bank FD	0.38	0.00
	Interest on IT Refund	0.08	0.00
	Share in Profit of business of derivatives, future & option, commodity	0.00	52.71
	Other Income	0.01	0.00
	Vatav Kasar / Discount	0.08	0.03
		0.62	52.78
15	PURCHASE OF STOCK-IN-TRADE		
	Purchase of Goods (Textile Fabrics)	1,604.07	1,465.48
	Purchase of Plots of land	0.00	0.00
		1,604.07	1,465.48
16	CHANGE OF INVENTORIES OF STOCK IN TRADE		
	Textile Fabrics		
	Opening Stock - in - trade	69.42	19.07
Less:	Closing Stock - in - trade	27.47	69.42
	Change of inventories of textile fabrics	41.95	(50.35)
	Non-Agriculture Land		
	Opening Stock - in - trade	8.91	9.70
Less:	Closing Stock - in - trade	8.69	8.91
	Change of inventories of non-agriculture land	0.21	0.80
	Net change of inventories of stock in trade	42.17	(49.55)
17	EMPLOYEE BENEFITS EXPENSES		
	Salary & Bonus Expense	3.48	2.37
		3.48	2.37
18	FINANCE COST		
	Bank Charges	0.07	0.18
	Interest	0.00	0.01
	Interest on Car Loan	0.73	1.13
		0.80	1.32



GUJARAT COTEX LTD (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Note	Particulars	Rupees in Lakhs	
		As at 31st March, 2023	As at 31st March, 2022
19	DEPRECIATION AND AMORTIZATION EXPENSE		
	Depreciation on Tangible Assets	3.38	4.03
	Preliminary Expense (written off)	0.02	0.02
	Public Issue Expense (written off)	0.56	0.56
		3.97	4.62
20	OTHER EXPENSE		
	AGM Expense	0.04	0.00
	Advertisement Expense	0.21	0.16
	Auditor Remuneration	0.28	0.15
	Bad Debts	0.00	0.16
	Donation	0.51	0.00
	Electricity Expense	0.16	0.11
	Interest on Income Tax	0.33	0.00
	Interest on TDS	0.03	0.02
	Legal, Professional & Consultancy Fees	5.77	3.98
	Office Expense	0.08	0.12
	Office Rent	0.24	0.36
	Printing & Stationery	0.00	0.01
	Professional Tax	0.00	0.02
	Property Tax / Municipal Tax	0.58	0.20
	ROC Fees	0.08	0.11
	Vehicle Fuel & Repairs & Maintenance Expense	0.63	0.93
	Vehicle Insurance	0.40	0.14
		9.36	6.48
21	EXCEPTIONAL ITEMS		
	Profit on sale of immoveable property	1.48	0.00
	Loss on scrapped office equipment	(0.02)	0.00
		1.46	0.00
22	EARNING PER SHARE (EPS)		
	Net Profit after Tax as per Profit and Loss Account attributable to Eq-Share Holders	0.96	56.31
	Weighted Average number of Equity Shares:	142.44	142.44
	Face Value Per Share	5.00	5.00
	Basic Earning per Share	0.01	0.40
	Diluted Earning per Share	0.00	0.00



GUJARAT COTEX LIMITED (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023:

23. Corporate Information:

GUJARAT COTEX LIMITED is a public limited company incorporated under the Companies Act, 1956 and domiciled in India. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of trading of textile fabrics and trading in land or plot during the year. The Company caters to domestic markets. The Board of Directors have approved the standalone financial statements for the year ended March 31, 2023.

24. Basis of Preparation:

i) Statement of compliance: The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015, as amended, notified under Section 133 of Companies Act, 2013 and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is usually adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The statements of cash flows have been prepared under indirect method as set out in Ind AS-7 "Statement of Cash Flows".

ii) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees, which is also the Company's functional currency. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures.

iii) Basis of measurement

The standalone financial statements have been prepared under the historical cost convention on accrual basis.

iv) Use of estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Management believes that the estimates used in preparation of financial statements are prudent and reasonable. Actual future period's results could differ from those estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made, and if material, their effects are disclosed in the notes to the financial statements.



GUJARAT COTEX LIMITED (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

25. Significant Accounting Policies and Additional Regulatory Information:

i) Property, plant and equipment

Property, plant and equipments are stated at cost of acquisition or construction or cost of improvement inclusive of incidental costs related to acquisition and installation or at revalued amounts wherever such assets have been revalued less accumulated depreciation and impairment loss. Advances paid towards acquisition of fixed assets are disclosed as Capital Advances under Other Non-Current Assets. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with expenditure will flow to the Company. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

During the year the company has resold the office situated at 2007-2013, Shankar Plaza, Nanpura, Surat to the original owner Mr. Ketan S. Parekh (relative of Director) and Mr. Chetan S. Parekh (Director). The company had purchased said immovable property from Mr. Ketan S. Parekh (relative of director) and Mr. Chetan S. Parekh (director) on 26.08.2010 vide resolution passed in AGM held on 26.08.2010 by issuing 10,00,000 equity shares @ Rs.10 each aggregate amounting to Rs.1,00,00,000/- of the Company as consideration of purchase from both of them. However, as explanation and information given to us, the title deed of the said immovable property was not able to be registered in name of the company due to some legal complications and hence the company has resold the same to the above-mentioned persons. However, no evidence of the sale transaction was made available for our verification.

Depreciation on Property, plant and equipment

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line method over the useful lives of assets estimated by the Company based on an internal technical evaluation performed by the Company and is recognised in the Statement of Profit and Loss. During the current financial year depreciation as per Companies Act, is charged to profit & loss account in case of office, on addition to furniture & fixture, motor car – seltos kia and on addition to office equipment like air conditioners, television and mobile phone handset only. No depreciation has been charged to property, plant and equipment other than those mentioned above, since there is no useful life left for the said tangible assets. Depreciation for assets purchased or sold during the period is proportionately charged.

The range of estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life
Buildings (Office)	Now NIL (Since sold)
Furniture & Fixtures	10 years
Vehicles	8 years
Office Equipments	5 years
Computer Systems	3 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

ii) Amortization of Preliminary and Public Issue Expense



GUJARAT COTEX LIMITED (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

Preliminary and Public Issue Expense are amortized over a period of 10 years. The balance as on 31.03.2023 of Preliminary and Public Issue Expense is NIL, since current year was the final year of amortization.

PAGE: 30A

iii) Leases

The Company has not acquired any assets on lease, hence new and amended Ind AS 116 regarding Leases is not applicable to the Company.

iv) Impairment of property, plant and equipment

Consideration is given at each Balance Sheet date to determine whether there is any indication of carrying amount of the Company's property, plant and equipment. If there is any indication of impairment based on internal / external factors, then asset's recoverable amount is estimated.

v) Research & Developments

The Company has not incurred any expense related to Research & Development during the year.

vi) Investments:

Non-current investments are carried at cost. Provision for diminution is not made to recognize a decline in value of non-current investments and is determined separately for each individual investment wherever and whenever necessary. The company has invested during the year in shares of Prabhat Oils Ltd, a company in which Directors are interested. However, no evidence of investment in Prabhat Oils Ltd have been produced before us.

vii) Inventories:

The inventories consist of traded goods viz textile fabrics and land. Stock-in-trade is valued at cost or net realisable value whichever is less. The cost of traded goods and land is determined on FIFO basis. The inventories are as taken, valued and certified by the Management.

Particulars	Stock as on 01.04.2022	Purchased quantity (net in returns)	Sale quantity (net in returns)	Stock as on 31.03.2023
Textile fabrics (In metres)	59112	1338607.75	1380472.75	17247
Plots of Land	72	0	2	70

viii) Revenue Recognition:

- The Company recognizes revenue on the sale of products when risks and rewards of the ownership are transferred to the customer. Sales are accounted exclusive of goods and service tax and net of sales return.
- Sales returns are accounted on actual receipt of return goods / settlements of claims.
- Other income like dividend income and interest income is recognised when the right to receive payment is established.

ix) Cost Recognition:

Costs and expenses are recognised when incurred and have been classified according to their nature. The costs of the Company are broadly categorised in purchase of goods and land for resale (purchase of stock in trade), employee benefit expense, finance cost and other expenses. Other expenses mainly include fees to external consultants, vehicle or conveyance expense and other expenses.

x) Foreign Currency Transaction

There is no foreign currency transaction during the year.



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xi) Income Tax

- a) Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates and tax laws enacted or substantively enacted by the reporting date.
- b) Minimum alternate tax (MAT), if any, paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. Accordingly, MAT credit is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.
- c) Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. However, the Company has not provided for any deferred tax asset or liabilities during the year.

xii) Accumulated Deficit in Profit & Loss Account

The company have accumulated or cumulative deficit in profit & loss account due to losses occurred up to preceding financial years. Further, after profit for the current year the balance as on 31.03.2023 of accumulated deficit in profit & loss account has been reduced.

xiii) Borrowing Cost:

The amendments in Ind AS 23 clarify that if any specific borrowing remains outstanding after the related asset are ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

xiv) Provisions, contingent liabilities and contingent assets:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the Statement of Profit & Loss net of any reimbursement. A disclosure for contingent liabilities is made where there is a possible obligation or a present



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obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. The Company has not provided for contingent liabilities and assets during the year.

xv) Employee Benefits:

a) Short Term Employee Benefits:

All the employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and the expected cost of bonus are recognised in the period in which an employee renders the related services.

b) Post-Employment Benefits:

Defined Contribution Plans: The Company's Statutory Provident Fund, Employees' Superannuation Fund and Employee State Insurance Scheme are defined contribution plans. The Company has informed and explained that such benefits are not applicable to the Company and hence provisions of such benefits have not been done.

Defined Benefit Plan: The Employees' Group Gratuity Fund is the Company's defined benefit plan for which Company has not taken Group Gratuity cum Life Insurance Policy from Life Insurance Corporation of India. The Company has informed that any gratuity or any benefits are not applicable to the Company and hence not provided.

c) The employees are not paid any benefits other than salary and bonus during the year.

xvi) Cash and cash equivalents

Cash and cash equivalents include cash on hand and current deposits with banks.

xvii) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby net profit / (loss) before 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 and items of income or expenses associated with investing or financial cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

xviii) Earnings per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. However, the Company does not consider any potential equity shares that are dilutive.

xix) Segment Reporting

The Company has no other segment; hence, nothing is to be required to be reported in accordance with Ind AS 108, Operating Segments.

xx) Goods & Service Tax



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The Company was liable to prepare e-invoice as per GST Law from 01.10.2022, however, the company has started preparing e-invoice from 14.02.2023. The Company may be liable to penalty under GST Law in future for such default.

xxi) Auditor's remuneration

Detail of services	Year ended March 31, 2023 (In Rs.)	Year ended March 31, 2022 (In Rs.)
Services as statutory auditors (including quarterly audits)	17,000	15,000
Tax Audit	5,000	0
Services for tax matters		0
Other services	6,000	0

xxii) Additional Regulatory Information - Related party disclosure

Sr.No.	List of related parties	Names of related parties	
1.	Key Management Personnel (KMP)		
	Chair Person	Priyavanda S. Parekh	
	Managing Director	Shailesh J. Parekh	
	Managing Director & Chief Financial Officer	Chetan S. Parekh	
2.	Company in which KMP / relatives of KMP can exercise significant influence	Common directors or relatives of KMP in Gujarat Cotex Ltd & Prabhat Oil Ltd	
	Chair Person	Priyavanda S. Parekh	
	Managing Director	Shailesh J. Parekh	
	Managing Director & Chief Financial Officer	Chetan S. Parekh	
	Relative of KMP	Sonal D. Sheth	
3.	Details of loan taken by Company during the year from related party, its closing balances as on balance sheet date	Balance as at 31.03.2023	Balance as at 31.03.2022
	Chetan S. Parekh (MD & CFO)	NIL	3082448
	Ketan S. Parekh (Relative of Director)	NIL	575000
	Priyavanda S. Parekh (Chair Person)	2050000	2000000
	Prabhat Oils Limited	1525000	NIL
	Sonal Dharmesh Sheth	215000	1575000
4.	Details of loan and advance given by Company during the year to promoters, directors, key managerial person and related party, its closing balances as on balance sheet date	As at 31.03.2023	
	<i>Without specifying any terms or period of repayment</i>		
	Type of Borrower	Amount of loans or advance in the nature of loan given during the year	Percentage to the total Loans and Advances in the nature of loans
	Promoters	NIL	NIL
	Directors	233577	NIL
	KMPs	NIL	NIL
	Related Parties	11665000	NIL



GUJARAT COTEX LIMITED (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

xxiii) Additional Regulatory Information - Title deeds of Immovable Properties

The Company owned immovable property in form of offices (mentioned under group building). However, the title deeds of immovable properties were not held in name of the Company. The detail of immovable properties whose title deeds were not in name of the company is as mentioned below:

Relevant line item in Balance Sheet	Property, plant & equipment
Description of item of property	Building - Office No.2007-2013, Shankar Plaza, Nanpura, Surat
Gross carrying value	Rs.1,01,59,920/-
Title deeds held in name of	The immovable property was purchased by Mr. Ketan S. Parekh (relative of director) and Mr. Chetan S. Parekh (director) preceding financial year 2010-2011 vide satakhat and no registered title deed was made by them at that time.
Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter / director	The satakhat of immovable property was held in name of Mr. Ketan S. Parekh (relative of director) and Mr. Chetan S. Parekh (director).
Property held since which date	The company had purchased said immovable property from Mr. Ketan S. Parekh (relative of director) and Mr. Chetan S. Parekh (director) on 26.08.2010 vide resolution passed in AGM held on 26.08.20210 by issuing 10,00,000 equity shares @ Rs.10 each aggregate amounting to Rs.1,00,00,000/- of the Company as consideration of purchase from both of them.
Reasons for not being held in the name of the company	As explanation given to us, the procedure to get registered title deed in name of Company was under process.
Sale of immovable property	The company has sold during the year the said immovable property to its original owners Mr. Ketan S. Parekh and Mr.Chetan S. Parekh. As explanation and information given to us, the title deed cannot be registered under company's name due certain legal complications. Any profit and loss incurred on such sale have been recorded in books of accounts. However, company has not produced any documentary evidence for sale of immoveable property other than an ordinary resolution of AGM held on 27.09.2022 for financial year ending 31.03.2022.

xxiv) Additional Regulatory Information - Ratios

Sr. No.	Ratios	Formula	As at 31 st March, 2023			As at 31 st March, 2022			
			Rupees in Lakhs			Rupees in Lakhs			
		Current Assets		1220.53			1421.15		
a)	Current Ratio (in times)	-----	=	-----	=	1.43	-----	=	1.36



GUJARAT COTEX LIMITED (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

		Current Liabilities	852.70		1042.49		
	Numerator	Current Assets consist total current assets					
	Denominator	Current Liabilities consists total current liabilities					
		Debt	68.62		81.99		
b)	Debt Equity Ratio (in times)		=	0.11		=	0.13
		Equity	644.94		643.98		
	Numerator	Debt consists of borrowings and lease liabilities					
	Denominator	Total equity					
		Earning for Debt Service	5.73		62.25		
c)	Debt Service Coverage Ratio (in times)		=	1.44		=	15.65
		Debt Service	3.98		3.98		
	Numerator	Earning for Debt Service = Net Profit after taxes + non-cash operating expenses + interest + Other non-cash adjustments					
	Denominator	Debt Service = Interest and lease payments + Principal repayments					
	There is a change in Debt Service Coverage ratio by more than 25% compared to the preceding financial year. This is due to higher Net Profit during the preceding financial year. The Net Profit was higher during the preceding financial year majorly due to other income recognized and booked in profit and loss account of the company in form of share in profit of derivatives, future & option & commodity in preceding financial year.						
		Net Profit	0.96		56.31		
d)	Return on Equity Ratio (in %)		=	0.15		=	8.74
		Equity	644.94		643.98		
	Numerator	Profit for the year less preference dividend (if any)					
	Denominator	Total equity					
	There is a change in Return on Equity ratio by more than 25% compared to the preceding financial year. This is due to higher Net Profit during the preceding financial year. The Net Profit was higher during the preceding financial year majorly due to other income recognized and booked in profit and loss account of the company in form of share in profit of derivatives, future & option & commodity in preceding financial year.						
		Inventory	36.16		78.33		
e)	Inventory Turnover Ratio (in times)		=	0.02		=	0.05
		Turnover	1663.44		1434.02		
	Numerator	Inventory consists of stock-in-trade of textile fabrics and plots of land					
	Denominator	Turnover means revenue from operations					
	There is a change in Inventory Turnover ratio by more than 25% compared to the preceding year. There is reduction in this ratio as compared to preceding year due to increase in turnover and reduction in stock in trade during the year.						
		Trade Receivables	1078.11		1289.56		
f)	Trade Receivables Turnover Ratio (in times)		=	0.65		=	0.90
		Turnover	1663.44		1434.02		
	Numerator	Trade Receivables consists of total trade receivables					
	Denominator	Turnover means revenue from operations					
	There is a change in Trade Receivable Turnover ratio by more than 25% compared to the preceding year. There is reduction in this ratio as compared to preceding year due to collection received during the year from old trade receivables along with regular trade receivables.						
		Trade Payable	749.34		957.70		
g)	Trade Payable Turnover Ratio (in times)		=	0.45		=	0.67
		Turnover	1663.44		1434.02		
	Numerator	Trade Payables consists of total trade payables					
	Denominator	Turnover means revenue from operations					
	There is a change in Trade Payable Turnover ratio by more than 25% compared to the preceding year. There is reduction in this ratio as compared to preceding year due to regular payment done during the year to trade payables.						
		Turnover	1663.44		1434.02		
h)	Net Capital Turnover Ratio (in times)		=	4.52		=	3.93
		Working Capital	367.83		378.66		
	Numerator	Turnover means revenue from operations					
	Denominator	Working capital consists total current assets less current liabilities					
		Net Profit	0.96		56.31		
i)	Net Profit Ratio (in %)		=	0.06		=	3.93
		Turnover	1663.44		1434.02		
	Numerator	Net profit is profit for the year					
	Denominator	Turnover means revenue from operations					
	There is a change in Net Profit ratio by more than 25% compared to the preceding year. This is due to higher Net Profit during the preceding financial year. The Net Profit was higher during the preceding financial year majorly due to other income recognized						



GUJARAT COTEX LIMITED (FORMERLY KNOWN AS OCTAGON INDUSTRIES LTD)

	and booked in profit and loss account of the company in form of share in profit of derivatives, future & option & commodity in preceding financial year.								
--	--	--	--	--	--	--	--	--	--

		Earnings Before Interest & Tax		2.32				57.40	
j)	Return on Capital Employed (in %)	-----	=	-----	=	0.36		-----	= 8.91
		Capital Employed		644.94				643.98	
	Numerator	EBIT means Net profit before tax and finance cost							
	Denominator	Capital Employed= Net Worth + Lease liabilities (if any) + Deferred tax liabilities (if any)							
	There is a change in Return on Capital Employed ratio by more than 25% compared to the preceding year. This is due to higher Net Profit during the preceding financial year. The Net Profit was higher during the preceding financial year majorly due to other income recognized and booked in profit and loss account of the company in form of share in profit of derivatives, future & option & commodity in preceding financial year.								
		Income from Investment		0.08				0.04	
k)	Return on Investment (in %)	-----	=	-----	=	0.03		-----	= 0.05
		Cost of Investment		250.30				75.00	
	Numerator	Income generated from invested funds							
	Denominator	Investment held as at year end							
	The company has no income from major fund invested. However, has the company occurred nominal income only from investment done in shares of cooperative bank.								

xxv) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

SIGNATURE TO 1 to 25

FOR M KAPADIA & CO
CHARTERED ACCOUNTANTS
FRN: 133572W

For and on behalf of Board of Directors of GUJARAT COTEX LIMITED

S/D
(MEHUL G. KAPADIA-PARTNER)
MEMBERSHIP NO.126250
SURAT. MAY 25, 2023.

S/D
Priyavanda S. Parekh
(DIN:02644060)
Chair Person

S/D
Shailesh J Parekh
(DIN:01246270)
Managing Director

S/D
Chetan S Parekh
(DIN:01246220)
Managing Director
& CFO

S/D
Sweta N Timani
(PAN: ANKPT0494L)
Company Secretary

S/D
Tarun P Solanki
(DIN:02310265)
Director

S/D
Vidya Pramod Patil
(DIN:09287709)
Additional Director



“Annexure B”

Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial year Ended on 31st March, 2023

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

To,
The Members
Gujarat Cotex Limited
Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump,
Amli, Silvassa Dadra & Nagar Haveli 396230

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gujarat Cotex Limited (CIN: L17119DN1996PLC000116)** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed here under 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Gujarat Cotex Limited for the financial year ended on 31st March, 2023 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 and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



2. *Company has not produced before us the proof the service of Annual Report to the shareholders as required under Regulation 36 SEBI (LODR) Regulations, 2015 and under the provisions of the Companies Act, 2013.*
3. *Company has not produced before us confirmation of Registration of Independent Directors in Independent's Directors Databank.*
4. *Company has not put in place Structural Digital Database as required under the Provisions of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and has not submitted the quarterly Structural Digital Database Compliance Certificate to the Stock Exchange during the year under review.*

We further report that:

The compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

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 period under review were carried out in compliance with the provisions of the Act.

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

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

- i. Public / Right / Preferential issue of shares / debentures / Sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

Place: Surat

Date: 06/09/2023

UDIN: F003530E000951796

For K. Dalal & Co.
Company Secretaries



- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 / 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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;
 - The securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company. We report that the Company has complied with the provisions of those Acts that are applicable to Company.

As per information given to us no sector specific laws are applicable to the company. We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings;
- The Listing Agreements entered into by the Company with Bombay Stock Exchange and /or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *except to the extent that:*

- Company has not produced copies of advertisements as required under Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015.*

Peer Review Certificate No. : 1315/2021
Unique Code Number: 1496

Sd/-
Kunjal Dalal
Proprietor

FCS No. 3530 COP No. 3863

Note: This report is to be read with my letter of even date which is annexed as 'Annexure -I' and forms an integral part of this report.



'Annexure-I'

To,
The Members
Gujarat Cotex Limited
Cassia-702, Garden City, Opposite Samarvani Panchayat,
Khanvel Road, Silvassa, Dadar & Nagar Haveli 396230

Our secretarial audit 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 to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my 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: Surat
Date: 06/09/2023
UDIN: F003530E000951796
Peer Review Certificate No. : 1315/2021
Unique Code Number: 1496

For K. Dalal & Co.
Company Secretaries

Sd/-
Kunjal Dalal
Proprietor
FCS No. 3530 COP No. 3863



Disclosures pursuant to Regulation 34(3) and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

A. Related Party Disclosure

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	<ul style="list-style-type: none">o Loans and advances in the nature of loans to subsidiaries by name and amount: NILo Loans and advances in the nature of loans to associates by name and amount: NILo Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: NIL
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company: NIL
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan: NIL

- Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results: NIL

B. Management Discussion And Analysis Report

(a) Industry structure and developments:

Company is engaged in business of manufacturing, bleaching, weaving, printing and selling of cloths of all types and other like materials.

(b) Opportunities and Threats:

Opportunities:

1. Increase in consumption pattern across the country along with the rising demand for high quality premium fabrics.
2. Large and potential domestic and international market. Promising export potential.

Threats:

1. Pricing pressure due to opening up of quotas.
2. Enhanced competition from other countries.



3. Rising production cost from increasing wages, power and interest cost.

(c) Product-wise performance:

Company operates in single segment of wholesale trading in fabrics and segment wise reporting is not applicable and further the performance is expected to improve.

(d) Outlook:

The Company shall continue to explore its policy of expansion based on availability of resources and opportunity.

(e) Risks and concerns:

Risk is an inherent part of any business. There are various types of risks, that threat the existence of a company like Strategic Risk, Business Risk, Finance Risk, Finance Risk, Environment Risk, Personnel risk, Operational Risk, Reputation Risk, Regulatory Risk, Technology Risk, Political Risk etc. Your company aims at enhancing and maximizing shareholders value by achieving appropriate trade –off between risk & returns.

Input costs including power and labour, are extraneous factors which make it difficult for the company to face competition.

(f) Internal control systems and their adequacy:

The company has adequate internal control systems and is in process of further strengthening the existing internal control systems. The financial statements are reviewed periodically by the management. The company has set up an internal Audit trail whereby deviations, if any, can be brought to the notice of the management quickly and remedial actions are initiated immediately.

(g) Discussion on financial performance with respect to operational performance:

Particulars	Rupees in Lakhs	
	As on 31/03/2023	As on 31/03/2022
Turnover and other income	1664.07	1486.81
Interest and Financial Charges	0.80	1.32
Depreciation	3.97	4.62
Profit / Loss (-) before exceptional items and tax	0.22	56.09
Profit /Loss(-) After Tax for the year	0.96	56.31



(h) Material developments in Human Resources / Industrial Relations front, including number of people employed:

The industrial relations remained cordial throughout the year. The employees of the company have extended a very productive co-operation in the efforts of the management to carry the company the greater heights. Continuous training down the line is a normal feature in the company to upgrade the skills and knowledge of the employees and workmen of the company.

(i) Details of Changes in key financial ratios:

(i) Debtors Turnover: For the year 2022-23, 0.65 and the year 2021-22 is 0.90. There is a change in Trade Receivable Turnover ratio by more than 25% compared to the preceding year. There is reduction in this ratio as compared to preceding year due to collection received during the year from old trade receivables along with regular trade receivables.

(ii) Inventory Turnover: For the year 2022-23, 0.02 and the year 2021-22 is 0.05. There is a change in Inventory Turnover ratio by more than 25% compared to the preceding year. There is reduction in this ratio as compared to preceding year due to increase in turnover and reduction in stock in trade during the year.

(iii) Debt Service Coverage Ratio: For the year 2022-23, 1.44 and the year 2021-22 is 15.65%. There is a change in Debt Service Coverage ratio by more than 25% compared to the preceding financial year. This is due to higher Net Profit during the preceding financial year. The Net Profit was higher during the preceding financial year majorly due to other income recognized and booked in profit and loss account of the company in form of share in profit of derivatives, future & option & commodity in preceding financial year.

(iv) Current Ratio: For the year 2022-23, 1.43 and the year 2021-22, 1.36.

(v) Debt Equity Ratio: For the year 2022-23, 0.11 and the year 2021-22, 0.13.

(vi) Net Capital Turnover Ratio: For the year 2022-23, 4.52 and the year 2021-22 3.93

(vii) Net Profit Margin: For the year 2022-23, 0.06 and the year 2011-22, 3.93. There is a change in Net Profit ratio by more than 25% compared to the preceding year. This is due to higher Net Profit during the preceding financial year. The Net Profit was higher during the preceding financial year majorly due to other income recognized and booked in profit and loss account of the company in form of share in profit of derivatives, future & option & commodity in preceding financial year.

(viii) Return on Investment: For the year 2022-23, 0.03 and the year 2021-22, 0.05. The company has no income from major fund invested. However, has the company occurred nominal income only from investment done in shares of cooperative bank.

Disclosure of Accounting Treatment: Financial statements have been prepared in accordance with applicable accounting standards, hence Para B(2) of Schedule V of



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the company.

C. Corporate Governance Report: Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para C of Schedule V of SEBI (LODR) relating to Corporate Governance Report is not applicable to the company.

D. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management: Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para D of Schedule V of SEBI (LODR) relating to Declaration by CEO is not applicable to the company.

E. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report: Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para E of Schedule V of SEBI (LODR) relating to Compliance Certificate is not applicable to the company.

F. Disclosures with respect to demat suspense account/unclaimed suspense account: 181622 Shares of the company are lying in Suspense Account.

By Order of the Board
For Gujarat Cotex Limited

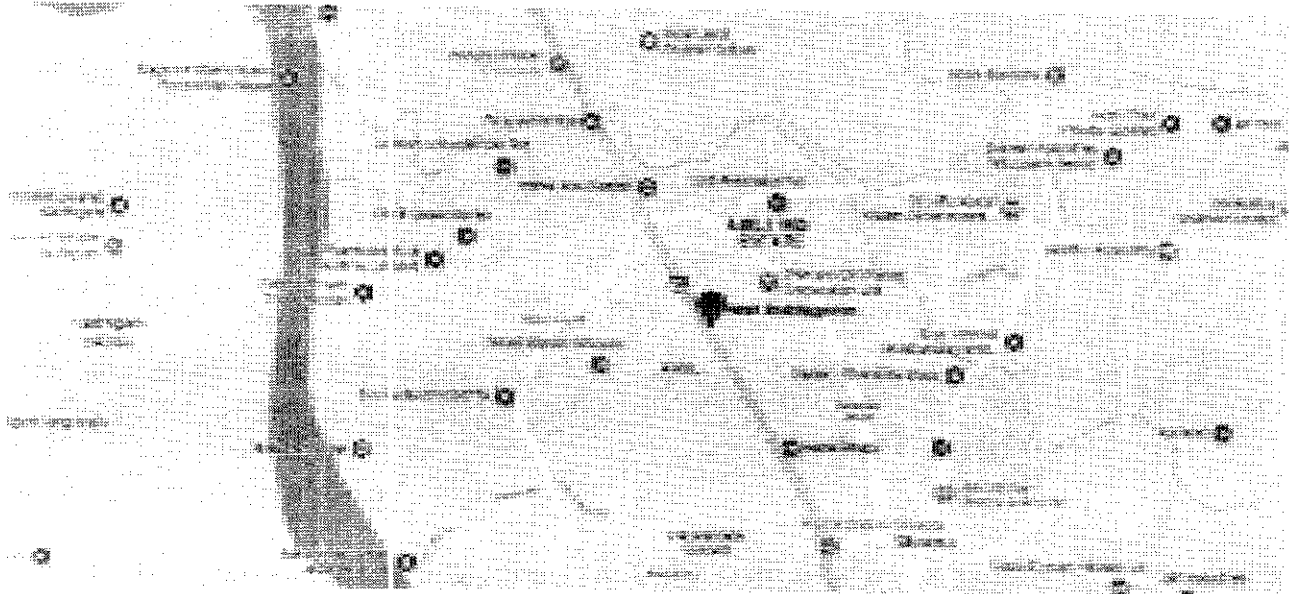
Place: Silvassa
Date: 07/09/2023

Sd/-
Shaileshkumar
Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Sd/-
Chetankumar
Shaileshkumar Parekh
Director and CFO
(DIN: 01246220)



Route Map of the Venue of Annual General Meeting



ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall of Annual General Meeting

Folio No./ DP ID/Client ID No. : _____
Number of shares held: _____
Name of the attending Member/Proxy: _____

I hereby record my presence at the Annual General Meeting of **Gujarat Cotex Limited** held on Saturday, 30th September, 2023 at 09.30 a.m. at Hotel Soubhagya Inn, Plot No. 116/3/1, Silvassa – Vapi Main Road, Amli, Silvassa 396230.

Member's/Proxy's Signature
(To be signed at the time of handing over the slip)



Form No. MGT-11
Proxy form

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

CIN : **L17119DN1996PLC000116**
Name of the company: **Gujarat Cotex Limited**
Registered office: **Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump, Amlī, Silvassa 396230**

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 above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature

Or failing him

2. Name :

Address :

E-mail Id :

Signature

Or failing him

3. Name :

Address :

E-mail Id :

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the Saturday, 30th September, 2023 at 09.30 a.m. at Hotel Soubhagya Inn, Plot No. 116/3/1, Silvassa – Vapi Main Road, Amlī, Silvassa 396230 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business:-			
1	Adoption of Audited Financial Statements and the reports of the Board of Directors and Auditors report.		
2	Re-appointment of Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270), as director of the company, liable to Retire by Rotation.		
3	Appointment of statutory auditors and to fix their remuneration.		
Special Business:-			
4	Re-appointment of Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270) as Managing Director		
5	Shifting of Registered office of the Company from Union Territory of Dadar and Nagar Havelli to the State of Gujarat		
6	Increase in Authorised Share Capital of the Company		
7	Alteration in the Main Business Object of the company		
8	Adoption of New set of Memorandum of Association of the company		
9	Adoption of New set of Articles of Association of the company		

Signed this.....day of.....2023

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

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



Form No. MGT-12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:

Gujarat Cotex Limited

Registered office:

Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump, Amli, Silvassa 396230

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./ *Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent to the resolution
1.	Adoption of Audited Financial Statements and the reports of the Board of Directors and Auditors report.			
2.	Re-appointment of Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270), as director of the company, liable to Retire by Rotation.			
3.	Appointment of statutory auditors and to fix their remuneration.			
4.	Re-appointment of Shri Shaileshkumar Jayantkumar Parekh (DIN: 01246270) as Managing Director			
5.	Shifting of Registered office of the Company from Union Territory of Dadar and Nagar Havelli to the State of Gujarat			
6.	Increase in Authorised Share Capital of the Company			
7.	Alteration in the Main Business Object of the company			
8.	Adoption of New set of Memorandum of Association of the company			
9.	Adoption of New set of Articles of Association of the company			

Place:

Date:

Signature of Shareholder

To,

If undelivered, please return to:



GUJARAT COTEX LIMITED

Where Information, Innovation and Technology are the Key words

CIN : L17119DN1996PLC000116

Registered Office:

Cassic, 702 Garden City, Opp. Samarwani Panchayat, Khanvel Road, Silvassa - 396230