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Amli, Silvassa 396230
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Email : jayprabha@hotmail.com, Website : www.gujcotex.co
Corporate Identity Number : L46695DN1996PLC000116

Date: 05/09/2025

To
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai 400001

Sub.: Submission of Annual Report Gujarat Cotex Limited for the financial year ended 31st March, 2025

Ref.: Scrip Code: 514386, Stock Code: GUJCOTEX

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith Annual Report of Gujarat Cotex Limited for the financial year ended 31/03/2025.

Kindly take the same on record.

Thanking you

For Gujarat Cotex Limited

Shaileshkumar Jayantkumar Parekh
Managing Director
(DIN: 01246270)

Encl.: As above

ANNUAL REPORT

2024-2025



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
Monil N. Vora	Director
Binod Agarwal	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

Pawan Siddharth & Co.
Chartered Accountants

REGISTERED OFFICE

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

CORPORATE OFFICE

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

CORPORATE IDENTITY NUMBER

L46695DN1996PLC000116

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: L46695DN1996PLC000116) will be held at Hotel Soubhagya Inn, Plot No. 116/3/1, Silvassa – Vapi Main Road, Amli, Silvassa 396230 on Tuesday, 30th September, 2025 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, 2025 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, 2025 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 Ms. Priyavanda Sudhir Parekh (DIN: 02644060), who retires by rotation and being eligible, offers herself 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, Ms. Priyavanda Sudhir Parekh (DIN: 02644060), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. To Consider and Re-appoint Shri Chetankumar Shaileshkumar Parekh (DIN: 01246220) as Managing Director and in this regard, pass the following resolution as an **Ordinary 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 Chetankumar Shaileshkumar Parekh as Managing Director with effect from 03/12/2025 (who is re-appointed by board of directors at their meeting held on 29/08/2025 and term is to expire on 02/12/2025) for five years at a Remuneration 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 Chetankumar Shaileshkumar 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 Whole-time 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.

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 29/08/2025

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 24/09/2025 to 30/09/2025, 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 Saturday, 27th September, 2025 to 5.00 p.m. on Monday, 29th September, 2025.

- 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 Monday, 29th September, 2025. During the e-voting period, shareholders of the Company, holding shares, as on Tuesday, 23rd September, 2025 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 Saturday, 27th September, 2025 and ends on 5.00 p.m. on Monday, 29th September, 2025. 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 Tuesday, 23rd September, 2025 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	<ul style="list-style-type: none">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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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 page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register



	<p>is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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 voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member'

	<p>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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000



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 toll free no. 1800-21-09911
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(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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.



Shri Chetankumar Shaileshkumar Parekh belong to the promoters group and is the executive directors of the company. They are actively engaged in management and have vast experience in Business Management. He has been contributing in the development of the company and it shall be in interest of the company to continue to avail his services and appoint him as Managing director of the company.

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

None of the Directors or Key Managerial Personnel except the appointee director and Shri Shaileshkumar Jayantkumar Parekh, being the father and Priyavanda Sudhir Parekh being the Aunt of the appointee are concerned or interested in the proposed Resolution.

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

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	Priyavanda Sudhir Parekh	Chetankumar Shaileshkumar Parekh
Age	72 Years	46 Years
Qualifications	Un Graduate	Un Graduate
Experience	34 Years	23 Years
Nature of Expertise	General Management	General Management
Inter-se Relationship	Priyavanda Sudhir Parekh is the wife of late Sudhir Parekh who is Uncle of Chetan Parekh, the Managing Director of the Company	Chetankumar Shaileshkumar Parekh is the son of Shaileshkumar Jayantkumar Parekh, the managing Director and Priyavanda Sudhir Parekh is the Aunt of Chetankumar Shaileshkumar Parekh.
Name of the listed entity in which person holds directorship and membership of committee of board	NIL	NIL
Shareholding of non-executive directors	Not applicable, since the appointee is executive director	Not applicable, since the appointee is executive director

By Order of the Board
For Gujarat Cotex Limited



- 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: 29/08/2025

Sd/-	Sd/-
Shaileshkumar	Chetankumar Shaileshkumar
Jayantkumar Parekh	Parekh
Managing Director	Managing Director and CFO
(DIN: 01246270)	(DIN: 01246220)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is as under:-

For Resolution No. 3

Based on Recommendation of Nomination and Remuneration Committee, the Board of Directors proposes for the re-appointment of Shri Chetankumar Shaileshkumar Parekh as Managing Director of the Company. Shri Chetankumar Shaileshkumar Parekh is re-appointed as Managing director with effect from 03/12/2025 at the meeting of Board of Directors held on 29/08/2025 whose term is liable to expire on 02/12/2025.

Place: Silvassa	Sd/-	Sd/-
Date: 29/08/2025	Shaileshkumar	Chetankumar
	Jayantkumar Parekh	Shaileshkumar Parekh
	Managing Director	Managing Director and
	(DIN: 01246270)	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 2025.

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 31/03/2025 is available on the Company's website on www.gujcotex.co.

b) Number of meetings of the Board:

During the year 2024-25, 8 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 2025, 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. 1690.73 Lakhs in the year 2023-24 to Rs. 2730.67 Lakhs in the year 2024-25. The Profit of the company after tax in the year 2023-24 18.94 Lakhs whereas for the year 2024-25 company had a Profit of Rs. 22.13 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 31/03/2025	As on 31/03/2024
Turnover and other income	2730.72	1690.84
Interest and Financial Charges	2.04	0.48
Depreciation	6.01	3.13
Profit / Loss (-) before exceptional items and tax	29.94	26.03
Profit /Loss(-) After Tax for the year	22.13	18.94

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 Binod Kumar Agarwal and Shri Monil Navinchandra Vora are appointed as independent directors of the company with effect from 03/09/2024 and Shri Tarunkumar Parsottamdas Solanki has resigned from directorship with effect from 03/09/2024.

(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:

Shri Binod Kumar Agarwal and Shri Monil Navinchandra Vora are Registered in the Independent Directors Databank and are appointed as independent directors in the company with effect from 03/09/2024. In opinion of the Board Shri Binod Kumar Agarwal and Shri Monil



Navinchandra Vora have the requisite integrity, experience and expertise to discharge their duties as independent directors.

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.

xi) the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year: Nil

xii) the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof: Not Applicable

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, 2025.	5
(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. Requisites details of Top Employees as required under the Provisions of the Companies Act, 2013 is as under:-

Name	Designation	Remuneration	Nature	Qualification and Experience	Date of Employment	Age	Last Employment	Shares held	Relationship
Akshita Jain	Manager	35,000	Permanent	25 Years	02 Years	25	NA	Nil	NA
Umesh B. Parekh	Accountant	13,500	Permanent	20 Years	15 Years	59	NA	Nil	NA
Shweta N. Temani	Co. Secretary	20,000	Permanent	10 Years	15 Years	30	NA	Nil	NA
Fazalmohammad I. Sharif	Clark	16,500	Permanent	20 Years	15 Years	67	NA	Nil	NA
Govindbhai Padaya	Peon	9,000	Permanent	15 Years	15 Years	52	NA	Nil	NA

Audit Committee

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. The Audit committee comprises of three directors namely Mr. Binod Kumar Agarwal, Mr. Monil Navinchandra Vora and Shri Shaileshkumar Jayantkumar Parekh. Mr. Binod Kumar Agarwal 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.

Mr. Binod Kumar Agarwal, 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.: 0261-3100550

Mo.: 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: 29/08/2025

Sd/-	Sd/-
Shaileshkumar	Chetankumar
Jayantkumar Parekh	Shaileshkumar Parekh
Managing Director	Director and CFO
(DIN: 01246270)	(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.



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">Loans and advances in the nature of loans to subsidiaries by name and amount: NILLoans and advances in the nature of loans to associates by name and amount: NILLoans 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:

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

Threats:

- Pricing pressure due to opening up of quotas.
- Enhanced competition from other countries.
- 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 31/03/2025	As on 31/03/2024
Turnover and other income	2730.72	1690.84
Interest and Financial Charges	2.04	0.48
Depreciation	6.01	3.13
Profit / Loss (-) before exceptional items and tax	29.94	26.03
Profit / Loss(-) After Tax for the year	22.13	18.94

(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 2024-25 is 0.29 and the year 2023-24 is 0.52. There is a change in Trade Receivable Turnover ratio by more than 44.23% 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 2024-25 is 0.002 and the year 2023-24 is 0.004. There is a change in Inventory Turnover ratio by more than 50% 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 2024-25 is 7.66 and the year 2023-24 is 6.74. There is a change in Debt Service Coverage ratio by more than 13.64% 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 2024-25 is 1.19 and the year 2023-24 is 1.95.

(v) Debt Equity Ratio: For the year 2024-25 is 0.48 and the year 2023-24 is 0.15.

(vi) Net Capital Turnover Ratio: For the year 2024-25 is 6.82 and the year 2023-24 is 3.60.

(vii) Net Profit Ratio: For the year 2024-25 is 0.81% and the year 2023-24 is 1.11%. There is a change in Net Profit ratio by more than 27.03% 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 2024-25 is 0.04 and the year 2023-24 is 0.04. 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:** 115622 Shares of the company are lying in Unclaimed / Suspense Account.

By Order of the Board
For Gujarat Cotex Limited

Place: Silvassa
Date: 29/08/2025

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

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

**"Annexure B"****Form No. MR-3****SECRETARIAL AUDIT REPORT****For The Financial year Ended on 31st March, 2025**

[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: L46695DN1996PLC000116)** (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, 2025 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, 2025 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;
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 / 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (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:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings;
- ii. 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:*

1. *Company has not produced before us confirmation of Registration of Independent Directors in Independent's Directors Databank.*

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: 29-08-2025

UDIN: F003530G001123055

Peer Review Certificate No. : 1315/2021

Unique Code Number: 1496

For K. Dalal & Co.
Company Secretaries

Sd/-

Kunjai 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
Shop No. 4, 1st Floor, Shanti Complex,
Opp. Patel Petrol Pump, Amli, Silvassa-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: 29/08/2025
UDIN: F003530G001123055
Peer Review Certificate No. : 1315/2021
Unique Code Number: 1496

For K. Dalal & Co.
Company Secretaries

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



AUDITOR'S REPORT TO THE MEMBERS

Report on the audit of the Standalone Financial Statements :

Opinion

We have audited the accompanying standalone financial statements of **GUJARAT COTEX LTD**, which comprise the Balance Sheet as at **31st March, 2025**, the statement of Profit and Loss, statement of Change in Equity and statement of cash flow 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 ('Act') in the manner so required and give a true and fair view in conformity with the Indian accounting standard prescribe u/s 133 of the companies act 2013 read with the companies (Indian accounting standard) Rules 2015 as amended (IndAS) and other accounting principal generally accepted in India, of the state of affairs of the Company as at **March 31, 2025**, its profit (or Loss) (Including other comprehensive income) Change in Equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the standards on auditing 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 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI code of ethics.

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

The Key Audit Matters	How our audit addressed the key audit matter
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 and hospitality Business, which is under process of construction. Revenue is recognized 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.	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: 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 recognized 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.



Investment in Equity Share

The Key audit matters	How our audit addressed the key audit matter
The company has an investment in equity instrument of M/s Sonpal Cement and Infrastructure Ltd (formerly known as Anvi Urja Vikalp Ltd) and investment amounts to Rs. 43.34 lakhs.	As per ROC portal status of M/s Sonpal Cement and Infrastructure Ltd is showing as 'Active and non-compliant'. The said company has filed annual return with ROC upto march 2012. We are of opinion that company is not in operation and not going concern. Hence management is to either write off or make a provision of such dead investment.
The company also has an investment in equity instrument of M/s Gujarat cotex finlease ltd and investment amounts to Rs. 31.41 lakhs.	As per ROC portal status of M/s Gujarat Cotex Finlease Ltd is showing as 'Active' and return filed upto march 2024. We have observed based on the financial statement of said company that there is no business operation in FY 2022-23 and FY 2023-24. The shares of the said company is in physical form the same should be in electronic form i.e. dematerialise form.
Investment in equity instrument of Octagon Infretech Ltd. amounts to Rs.46,40,000.	The company sold the share of M/s Octagon Infretech Ltd but the entire sales consideration has been credited to remaining value of share of M/s Octagon infretech ltd. Hence, value of share has been shown less by Rs. 92,800, resulting less profit shown in Profit and Loss account to that extent.

Litigation, provision and contingencies

The Company recognizes 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.	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: 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.
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Information other than the financial statements and Auditor's report thereon

The Company's board of directors and management are responsible for the preparation of the other information. The other information comprises the Management Discussion & Analysis, Board's report, which include the annexure to the board's report, business responsibility report, corporate governance and shareholders 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, 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 Responsibility on the Standalone Financial Statements :

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian accounting standards prescribe under Section 133 of the companies act 2013 read with the companies rule 2015, as amended and other accounting standard generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 standalone financial statements, management and board of directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone Financial Statement :

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 skepticism throughout the audit. We also:

- 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statement are in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and board of director.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 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 have communicated board of director 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 have also provided to board of director and 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in 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, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- c. The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of these standalone financial statements;
- d. In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on **March 31, 2025** taken on record by the board of directors, no directors of the company are disqualified as on **March 31, 2025** 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. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, which included test checks, we report that the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year and also after year end for audit adjustments entries for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- i. According to the information and explanations given to us and based on the audit procedures performed by us, MSME act 2006 is applicable to the company. The section 43B(h) of income tax act 1961 required that payments for goods or services provided by MSME must be settled within 45 days from the date of acceptance of goods and services. Outstanding creditor registered with MSME is amount to Rs. 633.98 Lakhs, till the date of audit report.
- j. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any litigations on its financial position as at financial statements audit date.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There has not been any liability transferred as unclaimed amount, to the Investor Education and Protection Fund by the Company.
 - a) The management has represented that, to the best of their 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 Funding 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.
 - 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.
 - As the proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company i.e., April 1, 2023, reporting on maintaining of audit trail under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 under this clause is applicable.

As per our report of even date:

For Pawan Siddharth & Co
Chartered Accountants
ICAI FRN : 119243W

Sd
CA Pawan Kumar Jain
Partner
Mob. No. 076267

Place : Surat
Date : 5/27/2025
UDIN : 250702078MHVLF2569

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT**

Report as required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of s of **GUJARAT COTEX LIMITED** as at and for the year ended **March 31, 2025**)

1 In respect of Company's Property, Plants and Equipment's:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plants and Equipment's.
- (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.
- (c) The Property, Plants and Equipment's have been physically verified by the management during the year, besides there is a regular program of verification which in our opinion is reasonable having regard to the size of the company and the nature of its Property, Plants and Equipment's. No material discrepancies were noticed on such verification.
- (d) Total Property, Plants and Equipment's of the company including immovable property also and the title deeds of immovable properties are held in the name of the company.
- (e) During the year Company acquired the Construction right at Khambhade village of Gujarat near Sarangpur. the title deeds of immovable properties of buildings as disclosed in Note 1 has been classified as "Construction Right".
- (f) 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.
- (g) 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.
- (h) During the year, Fixed assets carrying value amounts to Rs. 2.37 lakhs, whose useful life has been completed. However they are still in use so company has consider in fixed asset schedule and no depreciation has been provided on them.

2 In respect of its inventories:

The inventory has been physically verified by the management during the year. In our opinion, the frequency of such 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.

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.

3 Investments, Guarantee, Security or Loans given by the company:

During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other Related parties.

4 Loan to Directors

According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not provided unsecured loans to another company and to related parties.

(a) 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.

5 Public Deposits :

In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or amount which are deemed to be deposited as per the directives issued by the Reserve Bank of India, provisions of Section 73 TO 76 or any other relevant provisions of the Companies Act and the rules framed there under according to the para 3(v) of the order is not applicable to the company.

6 Cost Records :

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.

**7 Statutory Dues :**

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 31-03-2025 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.

8 Unrecorded Income :

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 (vii) of the Order are not applicable to the Company.

9 Default on Repayment of Borrowings :

In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.

In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.

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.

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.

10 Initial Public Offer or Further Public Offer :

The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of clause 3(x)(a) and 3(x)(b) of the Order are not applicable to the Company.

11 Frauds :

(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.

12 Nidhi Company :

The company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company.

13 Transaction with Related Parties :

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

14 Internal Audit :

(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.

**15 Preferential Allotment :**

According to the information and explanations given to us and on overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) of the order are not applicable to the company.

16 Non-cash Transaction :

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.

17 Registration with Reserve Bank of India Act, 1934 :

According to the information and explanations given by the management, company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(a), 3(xvi)(b), 3(xvi)(c), 3(xvi)(d) of the Order are not applicable to the Company.

18 Cash Losses :

The company has not incurred any cash losses in the current year as well as in the immediately preceding financial year.

19 Resignation of Statutory Auditor :

There has been no resignation of statutory auditors during the year. Accordingly, clause 18 of the order is not applicable.

20 Material uncertainty :

According to the information and explanations given to us and 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, 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.

21 Transfer to fund specified under Schedule VII of Companies Act, 2013 :

The company has no obligation under Corporate Social Responsibility. Accordingly, clause 20 of the order is not applicable.

22 Qualification or adverse auditor remarks in other group companies :

The company has no group companies. Accordingly, clause 21 of the order is not applicable.

23 Preparation of Consolidated Financial Statement :

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(xvi) of the Order is not applicable to the Company.

As per our report of even date
For Pawan Siddharth & Co
Chartered Accountants
ICAI FRN : 119243W

Sd
CA Pawan Kumar Jain
Partner
Mob. No. 070207

Place : **Surat**
Date : **27/05/2025**
UDIN : **25070207BMHVL2569**

**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, 2025 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, 2025, 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.



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: L46695DN1996PLC000116)

(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, 2025.

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 Pawan Siddharth & Co
Chartered Accountants**

Sd
CA Pawan Kumar Jain
(Partner)
M. No. 070207
FRN-119243W
UDIN: 25070207BMHVLF2569

Date: 27/05/2025

Place : Surat



Balance sheet as at march 31, 2025

	Note	As at 31-03-2025 Rs. in Lakh	As at 31-03-2024 Rs. in Lakh
I. ASSETS			
1 Non-Current Assets			
(a) Property Plant and Equipment	1	148.46	107.14
(b) Capital work in Progress		319.80	171.79
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other intangible assets		-	-
(f) Intangible assets under development		-	-
(g) Biological assets other than bearer plants		-	-
(h) Financial Assets			
Investments	2	131.40	115.60
Trade receivables		-	-
Loan		-	-
Others		-	-
(i) Deferred tax assets (net)		-	-
(j) Other non-current assets	3	24.90	4.73
2 Current Assets			
(a) Inventories	4	4.47	7.33
(b) Financial Assets			
Investments		-	-
Trade receivables	5	794.65	875.22
Cash and Cash equivalent	6	40.17	16.45
Bank balance other than above		-	-
Loan		-	-
Others		-	-
(c) Current tax Assets (Net)		-	-
(d) Other current assets	7	1653.05	62.88
		3107.90	1364.04
II. EQUITY AND LIABILITIES			
1 Shareholder's Funds			
(a) Equity Share Capital	8	712.20	712.20
(b) Other Equity	9	-36.20	-48.32
2 Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	10	329.74	99.80
Lease Liabilities		-	-
Trade Payables	11	-	-
A. total outstanding dues of micro and small enterprises		-	104.71
B. total outstanding dues of other than micro and small enterprises		-	-
Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
Current Liabilities			
(a) Financial liabilities			
Borrowings	12	1.19	-
Lease Liabilities		-	-
Trade Payables	13	-	-
A. total outstanding dues of micro and small enterprises		633.98	485.07
B. total outstanding dues of other than micro and small enterprises		3.99	1.70
Other financial liabilities		-	-
(b) Other Current Liabilities	14	1446.83	-
(c) Provisions	15	1.38	3.78
(d) Current tax liabilities (Net)	16	5.19	4.10
		3107.90	1364.03

Significant accounting policies and notes on accounts

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For and on behalf of Board of
Gujarat Cotex LimitedShweta K. Tannir
PAN: ANPT1494L
Company SecretaryShalish J. Parikh
DIN: 01246270
Managing DirectorChetan S. Parikh
DIN: 01246229
Managing Director & CFOPlace : Surat
Date : 5/27/2025
UDIN : 25070207BHVL2569As per our report of even date
For Pawan Siddharth & Co
Chartered Accountants
ICAI FRN : 119243WSd
CA Pawan Kumar Jain
Partner
Mem. No. 070207



Profit and Loss Account for the year ended March 31, 2025

	Note No.	Rs. in Lakh For the year ended on 31-03-2025	Rs. in Lakh For the year ended on 31-03-2024
I. Income			
Revenue from Operations	17	2730.67	1690.73
Other Income	18	0.05	0.11
Total		2730.72	1690.84
II. Expenses			
Cost of Purchase	19	2651.19	1613.85
Changes in Inventories of Finished Goods	20	2.66	28.83
Employee Benefit Expenses	21	10.68	6.78
Financial Costs	22	2.04	0.48
Depreciation and Amortization expense	1	6.01	3.13
Other expenses	23	28.01	11.74
Total		2700.78	1664.81
III. Profit before exceptional and extraordinary items and tax		29.94	26.03
IV. Exceptional Items		-	-
V. Extraordinary Items		-	-
VI. Profit before tax		29.94	26.03
VII. Tax Expenses			
- Current tax		7.62	7.09
- Deferred tax		-	-
VIII. Profit/Loss from the period from Continuing Operations		22.33	18.94
Profit/(Loss) before Tax from Discontinuing Operations		-	-
Tax Expense from Discontinuing Operations		-	-
Profit/(Loss) after Tax from Discontinuing Operations		-	-
IX. Profit/(Loss) for the period		22.33	18.94
X. Earnings per Share			
- Basic		0.16	0.13
- Diluted		0.00	0.00

For and on behalf of Board of
Gujarat Cotex Limited

As per our report of even date
For Pawan Siddharth & Co
Chartered Accountants
ICAI FRN : 119243W

Shivota N. Temani
PAN: ANKPTD454L
Company Secretary

Shailesh J Parekh
DIN: 01246270
Managing Director

Chetan S. Parekh
DIN: 01246220
Managing Director & CFO

Place : Surat
Date : 5/27/2025
UDIN : 25070207BMHVLF2569

Sd
CA Pawan Kumar Jain
Partner
Mob. No. 070207



Cash Flow Statement

	For the year ended 31-03-2025 (Amount in 'lakhs)	For the year ended 31-03-2024 (Amount in 'lakhs)
A Cash Flow from Operating Activities		
Net Profit / (Loss) before tax	29.94	26.01
Adjustments for :		
(a) Depreciation	6.01	3.13
(b) Tax expense	-7.82	-7.09
(c) Other Income	-0.05	-0.11
(d) Interest and other finance cost	2.04	0.48
(e) Profit/Loss on sale of Assets	4.05	0.00
Adjustments for :		
(a) Increase / (Decrease) in Trade Payables	149.81	-261.57
(b) Increase / (Decrease) in Provisions	-2.40	0.65
(c) Increase / (Decrease) in Short term Borrowing	1.19	-65.74
(d) Increase / (Decrease) in Other Current Liabilities	1446.82	-36.90
(e) Increase / (Decrease) in current tax liability	1.09	6.51
(f) Decrease / (Increase) in Trade Receivable	83.58	199.88
(g) Decrease / (Increase) in Inventories	2.86	28.83
(h) Decrease / (Increase) in other Current Assets	-1590.17	-0.35
Net Cash generated from Operating Activities	126.96	-106.25
B Cash Flow from Investing Activities		
Purchase of Fixed Assets/ Capital Work in Progress	-202.52	-258.53
Proceeds from sale of fixed assets	2.13	0.07
Proceeds from sale of investment	0.00	134.80
Purchase of Investments	-5.90	0.00
Dividend Received	0.05	0.05
(Increase) / Decrease in Other Non-Current Assets	-20.17	1.36
Net Cash used in Investing Activities	-226.41	-122.25
C Cash Flow From Financing Activities		
Long Term Borrowings	229.94	96.93
Trade payable for capital good	-104.71	104.71
Interest and other finance cost	-2.04	-0.47
Other Income	0.00	0.06
Net Cash used in Financing Activities	123.19	201.23
Net Increase / (Decrease) in Cash and Cash equivalent	23.74	-27.28
Cash and cash equivalent as at the beginning of the year	16.45	43.74
Cash and cash equivalent as at the end of the year	40.18	16.46
Summary of cash and cash equivalents as at the end of the year		
(a) Cash on hand	39.61	13.65
(b) Balances with banks:		
- With Current Account	0.56	2.79
- With Deposit Account	0.00	0.00
	40.17	16.45


GUJARAT COTEX LIMITED
3/31/2025
3 Property, Plants and Equipments:

Sr. No.	Particulars	Gross Carrying Amount			Depreciation and Amortisation			Net Carrying Amount		
		As at 01-04-2024	Additions during the year	Deductions during the year	As at 31-03-2025	As at 01-04-2024	For the year	Deductions during the year	As at 01-04-2024	As at 31-03-2025
(a)	Tangible Assets									
1	Land at Khamitola	84.58	1.40	0.00	86.17	0.00	0.00	0.00	84.68	86.17
2	Furniture and Fixtures	11.60	0.00	0.00	11.60	9.28	0.02	0.00	2.32	2.31
3	Vehicles	33.15	51.43	6.05	78.54	17.53	4.87	0.00	15.82	56.13
4	Computer System	6.88	0.20	0.00	6.89	0.48	0.13	0.00	0.20	0.28
5	Office Equipment	6.22	1.39	0.13	7.48	1.33	0.99	0.00	4.31	4.38
		142.34	54.51	6.18	190.67	35.20	6.01	0.00	107.14	149.46
(b)	Capital Work in Progress									
1	Building Construction WIP (Construction Right at Khamitola)	171.79	148.01		319.80	0.00	0.00	0.00	171.79	319.80
		171.79	148.01	0.00	319.80	0.00	0.00	0.00	171.79	319.80
	Grand Total	314.13	202.52	6.18	510.47	35.20	6.01	0.00	278.93	469.26
	Previous year figure	55.65	258.53	0.07	314.11	32.08	3.13	0.00	33.80	378.92



Notes forming part of the Annual Audited Accounts

	As on 31-03-2025	As on 31-03-2024
2 NON-CURRENT INVESTMENTS		
Investment in Equity Instrument paid-up-Unquoted		
Sonpal Cement and Infrastructure Ltd. (formerly known as Arvi Urja Vikalp Ltd.)	Refer note(n)	43.34
4,33,499 Equity shares of Rs. 10 each fully paid		
Gujarat Cotex Finlease Limited	31.41	31.41
3,14,198 Equity shares of Rs. 100 each fully paid		
Other-Unquoted		
In share of Sunat People Co-op. Bank Ltd.	0.25	0.25
250 Equity shares of Rs.100 each fully paid		
In shares of Octagon Infotech Ltd.	46.40	40.50
49,30,600 shares of face value of Rs. 2 each (Previous year 21,25,000 shares of face value of Rs. 2 each)		
Total	121.40	115.50
3 OTHER NON CURRENT ASSETS		
(a) Security Deposits: Torrent Power Ltd.	0.08	0.08
Security Deposits: Other	0.10	0.00
(b) Advance for purchase of Capital Goods		
(i) Advance to Related Party	0.00	0.00
(ii) Advance to others	0.00	0.00
(c) Preliminary, Unamortized Expense	24.72	4.65
Total	24.90	4.73
4 INVENTORIES		
(At cost or net realisable value whichever is less)		
(a) Traded Goods	4.47	7.33
(b) Raw Material	0.00	0.00
(c) Packing Material	0.00	0.00
Total	4.47	7.33
5 TRADE RECEIVABLE		
Sr. PARTICULAR		
Re.		
Unsecured, considered good		
(1) Undisputed Trade Receivable, considered good		
Outstanding for less than 6 months from due date of payments	467.33	625.16
Outstanding for 6 months- 1 year from due date of payments	124.22	0.00
Outstanding for 1-2 year from due date of payments	3.11	0.00
Outstanding for 2-3 year from due date of payments	0.00	52.71
Outstanding for more than 3 years from due date of payments (doubtful)	199.99	200.36
(2) Undisputed Trade receivable, which have	0.00	0.00
(3) Undisputed Trade receivable, credit impaired	0.00	0.00
(4) Disputed Trade receivables, considered good	0.00	0.00
(5) Disputed Trade receivables, which have	0.00	0.00
(6) Disputed Trade receivables, credit impaired	0.00	0.00
Total	794.65	878.23
6 CASH AND CASH EQUIVALENTS		
(a) Bank Balance	0.56	2.78
(b) Cash on Hand	39.61	13.65
Total	40.17	16.43
7 OTHER CURRENT ASSETS		
(a) Prepaid Expense	0.35	0.27
(b) Advance for Purchase of Capital Goods	290.00	56.15
(c) Balance with Revenue Authorities	5.40	4.46
(d) Advance to Supplier	1357.30	0.00
(e) Loans and advances	0.00	0.00
Total	1653.05	60.88



Notes forming part of the Annual Audited Accounts

		As on 31-03-2023	As on 31-03-2024			
8 SHARE CAPITAL						
(a) Authorized Shares 3,00,00,000 Equity Shares of ₹ 5/- each (Last year 1,45,00,000 Equity Shares)		1500.00	1500.00			
Total		1500.00	1500.00			
(b) Issued, Subscribed and Paid-up 1,42,44,000 Equity Shares of ₹ 5/- each (Last year 1,42,44,000 Equity Shares)		712.20	712.20			
Total		712.20	712.20			
(c) <u>Reconciliation of shares</u> Share Capital at the beginning Add: Shares issued during the year Share Capital at the year end		712.20 0.00	712.20 0.00			
Total		712.20	712.20			
(d) <u>Terms/ rights attached to equity shares</u> The company has only one class of equity shares having a par value of ₹ 5/- per share. Each share holder of equity share is entitled to one vote per share. In the event of the liquidation of the company, the holders of equity shares will be entitled to reserve remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.						
(e) <u>Details of shareholders holding more than 5% shares in the company</u>						
Sr	Particulars	31-03-2023		31-03-2024		
Nos.	Name of the shareholder	PAN no.	No. of Shares	% of holding	No. of Shares	No. of Shares
1	Priyavanda Sudhir Parekh	ACBP44567N	1,532,273	10.76%	1,532,273	1,532,273
			1,532,273	10.76%	1,532,273	1,532,273
(f) <u>Details of Promoter's and their relative's Shareholding</u>						
Sr	Name of Promoter		No. of Shares	% of Total Shares	% of Total Shares	% of Total Shares
Nos.						
1	Priyavanda Sudhir Parekh		1,532,273	10.76%	10.76%	10.76%
2	Ketan Sudhir Parekh		25,000	0.18%	0.18%	0.18%
3	Chetan Shashish Parekh		25,000	0.18%	0.18%	0.18%
4	Shalish Jayant Parekh		25,000	0.18%	0.18%	0.18%
5	Sonal D Sheth		25,000	0.18%	0.18%	0.18%
			1,632,273	11.48%	11.48%	11.48%
9 OTHER EQUITY						
(a) Profit and Loss Account Opening Balance Add: Profit for the year Closing Balance			-48.32 22.13 -26.20		-67.20 18.94 -48.26	
10 LONG TERM BORROWING						
(a) Secured Loans ICICI Bank Ltd - Car loan (Term loan taken, have been taken against hypothecation of Motor car & its terms of repayment is for 60 months.)			42.33		0.00	
Sub Total			42.33		0.00	
Unsecured loan						
(b) From Directors and Relatives			287.41		99.80	
Sub Total			287.41		99.80	
Total			329.74		99.80	
11 OTHER LONG TERM LIABILITIES						
(a) Creditors for Capital Goods			0.00		104.71	
Total			0.00		104.71	
12 CURRENT BORROWINGS						
Secured ICICI Bank Ltd - Car loan			1.19		0.00	
Unsecured and considered good Loans and Advances from Related Party Loans and Advances from Corporate body			0.00 1.19		0.00 0.00	
Total			1.19		0.00	



Notes forming part of the Annual Audited Accounts

As on
31-03-2025

As on
31-03-2024

13 TRADE PAYABLE

(a) Disclosure requirement under MSMED act 2006

The Company has certain dues to supplier registered under Micro, Small and Medium Enterprises development Act 2006. The disclosure pursuant to the said MSMED act are as follows:

(1)	Principal amount due to supplier registered under MSMED act and remaining unpaid as at year end	633.98	486.07
(2)	Interest due to suppliers registered under the MSMED act and remaining unpaid as at year end	0.00	0.00
(3)	Principal amounts paid to suppliers registered under the MSMED act, beyond the appointed day during the year	0.00	0.00
(4)	Interest paid under section 16 of MSMED act, to suppliers registered under the MSMED act, beyond the appointed day during the year	0.00	0.00
(5)	Interest due and payable towards suppliers registered under the MSMED act, for payment already made	0.00	0.00
(6)	Further interest remaining due to and payable for earlier years	0.00	0.00

(b) Disclosures regarding trade payables ageing schedule outstanding for following periods from due date of payment

Sr. No.	PARTICULAR	Less than 1 Year	1 - 2 Years	2 - 3 Years	2 - 3 Years
(a)	Sundry Creditors for Goods				
	MSME	633.98	0.00	0.00	0.00
	Others	0.00	0.00	0.00	0.00
	Disputes dues - MSME	0.00	0.00	0.00	0.00
	Disputes dues - Others	0.00	0.00	0.00	0.00
	Sub-total	633.98	0.00	0.00	0.00
	Previous year's figure				
	MSME	486.07	0.00	0.00	0.00
	Others	0.00	0.00	0.00	0.00
	Disputes dues - MSME	0.00	0.00	0.00	0.00
	Disputes dues - Others	0.00	0.00	0.00	0.00
	Sub-total	486.07	0.00	0.00	0.00
(b)	Sundry Creditors for Expenses				
	MSME	0.00	0.00	0.00	0.00
	Others	3.59	0.00	0.00	0.00
	Disputes dues - MSME	0.00	0.00	0.00	0.00
	Disputes dues - Others	0.00	0.00	0.00	0.00
	Sub-total	3.59	0.00	0.00	0.00
	Previous year's figure				
	MSME	0.00	0.00	0.00	0.00
	Others	1.70	0.00	0.00	0.00
	Disputes dues - MSME	0.00	0.00	0.00	0.00
	Disputes dues - Others	0.00	0.00	0.00	0.00
	Sub-total	1.70	0.00	0.00	0.00

Total of Previous Year

487.76

Total of Current Year

637.57

14 OTHER CURRENT LIABILITIES

(a) Advance from Customers

	1446.82	0.00
Total	1446.82	0.00

15 PROVISIONS

- (a) Audit Fees Payable
- (b) TDS/TCS Payable

	0.65	0.65
	0.73	3.13
Total	1.38	3.78

16 CURRENT TAX LIABILITIES (NET)

(a) Statutory Dues

Income tax liability

	5.19	4.10
Total	5.19	4.10



Notes forming Part of the Annual Audited Accounts

	For the year ended on 31-03-2025 Rs.	For the year ended on 31-03-2024 Rs.
17 REVENUE FROM OPERATIONS		
(a) Sales Of Products (Textile fabrics)	2706.78	1686.30
(b) Sale Of Plots of Land	23.89	4.43
Total	2730.67	1690.73
18 OTHER INCOME		
(a) Other Income	0.05	0.11
Total	0.05	0.11
19 PURCHASE OF STOCK IN TRADE		
(a) Stock in Trade Purchases	2651.19	1613.85
Total	2651.19	1613.85
20 CHANGES OF INVENTORIES OF STOCK IN TRADE		
(a) Textile fabrics		
Opening Stock	0.00	27.47
Less : Closing Stock	0.00	0.00
Sub-total	0.00	27.47
(b) Plot of land		
Opening Stock	7.33	8.69
Less : Closing Stock	4.47	7.33
Sub-total	2.86	1.36
Total	2.86	28.83
21 EMPLOYEE BENEFIT EXPENSES		
(a) Wages	10.68	6.78
Total	10.68	6.78
22 FINANCIAL COSTS		
(a) Bank Charges	0.01	0.04
(b) Interest On TDS	0.01	0.03
(c) Interest on car loan	1.45	0.38
(d) Demat account charges	0.04	0.02
(e) Loan Processing Charges	0.22	0.00
(f) Interest on IT	0.30	0.00
Total	2.04	0.48
23 OTHER EXPENSES		
(a) Legal and Professional Fees	7.50	4.43
(b) Rates and Taxes	0.39	0.39
(c) Fees And Penalties	12.84	3.35
(d) Vehical Expense	1.27	0.66
(e) Stationary and Printing Expense	0.06	0.02
(f) Office Expense	0.64	0.96
(g) Other Expense	1.25	1.93
(h) Loss on sale of Fixed Asset	4.05	0.00
Total	28.01	11.74



Notes forming Part of the Annual Audited Accounts

For the year
ended on
31-03-2025
Rs.

For the year
ended on
31-03-2024
Rs.

EARNING PER SHARE

The detail of Earnings Per Share, as required by AS-20 "Earnings Per Share" is given below.

The basic earnings per share is computed by dividing the net profit in the Profit and Loss Account attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting year.

The company does not have any dilutive potential equity shares.

Sr. No.	Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
1	Net Profit/(loss) after tax and before extraordinary items	2,212,690	1,893,510
2	Net Profit/(loss) after tax and after extraordinary items	2,212,690	1,893,510
3	Weighted Average Number of Shares	14,244,000	14,244,000
4	Earnings per share (Basic and diluted)		
	- Before extraordinary items	0.16	0.13
	- After extraordinary items	0.16	0.13
5	Weighted Average Number of Shares for Diluted EPS	14,244,000	14,244,000
6	Diluted Earnings per share		
	- Before extraordinary items	0.16	0.13
	- After extraordinary items	0.16	0.13
7	Face Value per share	5.00	5.00



SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

24

A Corporate Information

GUJARAT COTEX LIMITED is a public limited company incorporated on 25th August of 1992 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 of plot and hospitality business which is under process of construction 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, 2025.

B Significant Accounting Policies and Notes to Accounts

(a) Basis of Accounting :

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.

(b) Use of Estimates

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.

(c) Property, Plant and Equipments

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.

Company has acquired the Construction right at Khambhada village of Gujarat near Sarangpur. the title deeds of immovable properties of buildings as disclosed in Fixed Assets Schedule has been classified as "Construction Right".

Subsequent costs are included in the asset's carrying amount or recognized as separate asset as appropriate, only when it is probable that the future economy benefits associated with the item will flow the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

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 is charged to profit & loss account as per Companies Act.

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

Asset Useful life

Depreciation has not been charged on Buildings construction in progress ;Furniture & Fixtures 10 years ;Vehicles 8 years ;Office Equipments 5 years and 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.



SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

Gain or losses arising from derecognition of Property, Plant and Equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the assets is derecognized.

(d) Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

We could not verify cash in hand and relied upon the management's certificate for cash in hand as on 31/03/2025.

(e) Revenue Recognitions

All incomes and expenditures are accounted on accrual basis.

a) 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.

b) Sales returns are accounted on actual receipt of return goods / settlements of claims.

c) Other income like dividend income and interest income is recognised when the right to receive payment is established.

(f) Taxation :

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.

(g) Previous year's Figures

Figures have been rounded off to the nearest rupee. Previous year's figures have been regrouped, rearranged and reclassified wherever found necessary to make them comparable with the current year's figures.

(h) Dues to small scale and ancillary undertakings

Amount due to small scale and ancillary undertakings to the extent such parties have been identified by the management from available information Rs. 633.98 Lakhs (Previous Year : Rs. 486.07 Lakhs).

(i) Provision, Contingent Assets and Contingent Liability

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 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.

(j) Employee Benefits

As informed by the management that presently Provisions of PF Act is not applicable to the company.

(k) Borrowing Cost

The total borrowing cost on the acquisition of fixed assets if pertaining to the period up to the date on which the said fixed assets have been put-to-use, has been capitalized in the respective fixed assets and the cost for the period after the said fixed assets have been put-to-use has been debited to the Profit and Loss Account.



SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(i) Segment Reporting

Since the company has various segment, such segments are tabulated below:

Segment	Revenue	Cost	(Rs. In Lakhs) Fixed Assets
Trading in Textile	2705.78	2697.87	149.46
Selling of NA Plots of land	23.89	2.86	0
Hospitality (construction is in	0.00	0.00	319.80
	2730.67	2700.73	469.26

(m) Related Party Disclosure

The detail of Related Party disclosure, as required by AS-18 "Related Party Disclosure" is as under:

(i) List of related parties and nature of relationship:

Sr. No.	Nature of Relationship	Name
1	Key Management Personnel Director Managing Director Managing Director and CFO	(i) Priyavanda S. Parekh (ii) Shailesh J. Parekh (iii) Chetan S. Parekh

(ii) Transaction with related parties

Sr. No.	Particulars	Nature of Transaction	Balance as at 3/31/2025	Balance as at 3/31/2024
1	Chetan S. Parekh	Acceptance of Unsecured Loans of Rs. 34,29,517 and Repayment during the year amounts to Rs.76,09,517.	-	41,80,000
2	Shailesh J. Parekh	Acceptance of Unsecured Loans of Rs. 20,55,495 and Repayment during the year amounts to Rs.36,32,404.	-	15,76,909
3	Priyavanda S. Parekh	Acceptance of Unsecured Loans of Rs. 23,79,000 and Repayment during the year amounts to Rs.23,79,000.	-	-
4	Octagon Infratech Ltd.	Acceptance of Unsecured Loans of Rs. 5,37,71,035 and Repayment during the year amounts to Rs.3,55,00,901.	28,740,950	-
5	Octagon Infratech Ltd.	Job work awarded for construction of Hotel building amounts to Rs.3,00,00,000.	-	-



SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(n) Investment in Public company

Shares of companies are required to be in electronic form and demat document to be available to the shareholder. However no such demat document available for our verification to authenticate the investment in the unlisted public company.

(o) Trade Debtors

Trade Debtors amounts to Rs 199.99 lakhs is outstanding for more than 3 years, we are of opinion that this should be identified as not recoverable trade debtors.

(p) Additional Information

- (i) Value of Imports on C.I.F. / F.O.B. basis
- (ii) Expenditure in foreign currency during the year
- (iii) Earning in Foreign Currency during the year
- (iv) Imported and Indigenous Consumption of Materials

Current Year	(Amount in INR)
Nil	Nil
Nil	Nil
Nil	Nil
Nil	Nil

As per our report of even date
For Pawan Siddharth & Co
Chartered Accountants
ICAI FRN : 119243W

Place : Surat
Date : 5/27/2025
UDIN : 25070207BMHVLF2569

Sd
CA Pawan Kumar Jain
Partner



i) Additional Regulatory Information - Ratios

Sr. No.	Ratios	Formula	As at 31 st March, 2025 Rupees in Lakhs			As at 31 st March, 2024 Rupees in Lakhs		
		Current Assets	2492.33			964.89		
a)	Current Ratio (in times)		=		=	1.19		= 1.95
		Current Liabilities	2092.35			495.64		
	Numerator	Current Assets consist total current assets						
	Denominator	Current Liabilities consists total current liabilities						
		Debt	329.74			99.80		
b)	Debt Equity Ratio (in times)		=		=	0.48		= 0.15
		Equity	686.00			663.88		
	Numerator	Debt consists of borrowings and lease liabilities						
	Denominator	Total equity						
		Earning for Debt Service	33.64			22.53		
c)	Debt Service Coverage Ratio (in times)		=		=	7.66		= 6.74
		Debt Service	4.39			3.34		
	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 13.64% 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 majority 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	22.13			18.93		
d)	Return on Equity Ratio (in %)		=		=	3.23		= 2.80
		Equity	686.00			663.88		
	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 15.36% 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 majority 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	4.47			7.33		
e)	Inventory Turnover Ratio (in times)		=		=	0.002		= 0.004
		Turnover	2730.67			1690.73		
	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 50% 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	794.65			878.23		
f)	Trade Receivables Turnover Ratio (in times)		=		=	0.29		= 0.32
		Turnover	2730.67			1690.73		
	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 44.23% 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	637.57			487.76		



g)	Trade Payable Turnover Ratio (in times)		=		=	0.23		=	0.28
		Turnover		2730.67			1690.73		
	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 17.86% 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		2730.67			1690.73		
h)	Net Capital Turnover Ratio (in times)		=		=	6.82		=	3.60
		Working Capital		400.18			469.25		
	Numerator	Turnover means revenue from operations							
	Denominator	Working capital consists total current assets less current liabilities							
		Net Profit		22.13			18.53		
i)	Net Profit Ratio (in %)		=		=	0.81		=	1.11
		Turnover		2730.67			1690.73		
	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 27.03% 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 majority 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.								
		Earnings Before Interest & Tax		31.70			26.49		
j)	Return on Capital Employed (in %)		=		=	4.62		=	3.99
		Capital Employed		686.00			663.88		
	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 15.79% compared to the preceding year. This is due to lower Earnings Before Interest & Tax during the preceding financial year.								
		Income from Investment		0.05			0.05		
k)	Return on Investment (in %)		=		=	0.04		=	0.04
		Cost of Investment		121.40			115.50		
	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.								

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

For Pawan Siddharth & Co
Chartered Accountants

Sd/
CA Pawan Kumar Jain
(Partner)
M. No. 070207
FRN-119243W
UDIN: 25070207BMHVLF2369

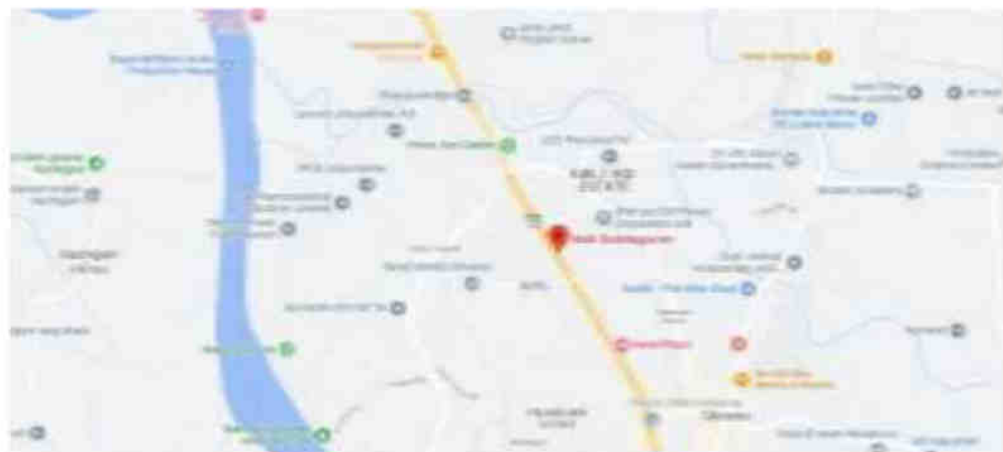
Shweta N Temani
PAN:ANKPT0494L
Company Secretary

Shalish J Parekh
DIN:01246270
Managing Director

Chetan S. Parekh
DIN:01246220
Managing Director & CEO



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 Tuesday, 30th September, 2025 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 : **L46695DN1996PLC000116**
Name of the company: **Gujarat Cotex Limited**
Registered office: **Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump, Amli, 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 Tuesday, 30th September, 2025 at 09.30 a.m. at Hotel Soubhagya Inn, Plot No. 116/3/1, Silvassa – Vapi Main Road, Amli, Silvassa 396230 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business:-			
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon		
2	To appoint a Director in place of Ms. Priyavanda Sudhir Parekh (DIN: 02644060), who retires by rotation and being eligible, offers herself for re-appointment		
3	Re-appointment of Shri Chetankumar Shailishkumar Parekh (DIN: 01246220) as Whole-time Director of the company.		

Signed this.....day of.....2025

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.



Regd. Office: Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump,

Aml, Silvassa 396230

Tele 91-261- 3100550

Email : jayprabha@hotmail.com, Website : www.gujcotex.co

Corporate Identity Number : L46695DN1996PLC000116

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, Aml, 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.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon			
2.	To appoint a Director in place of Shri Chetankumar Shaileshkumar Parekh (DIN: 01246220), who retires by rotation and being eligible, offers himself for re-appointment			
3.	Re-appointment of Shri Chetankumar Shaileshkumar Parekh (DIN: 01246220) as Whole-time Director 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

L46695DN1996PLC000116

Registered Office:

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