

ANNUAL REPORT 2014-2015



GUJARAT COTEX LIMITED

Where Information, Innovation and Technology are the Key words



ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

| | |
|----------------------|-------------------------------|
| Priyavanda S. Parekh | <i>Chair Person</i> |
| Shailesh R. Shah | <i>Alternate Chair Person</i> |
| Shailesh J. Parekh | <i>Managing Director</i> |
| Sonal D. Sheth | <i>Director</i> |
| Chetan S. Parekh | <i>Director</i> |
| Tarun P. Solanki | <i>Director</i> |
| Bhavik N. Shah | <i>Director</i> |

CHIEF FINANCIAL OFFICER

Nehal D. Shah

COMPANY SECRETARY

Priti Bajaj

BANKERS

Allahabad bank
Nanpura Branch,
Surat

The Surat people's co-op. Bank Ltd.
Timaliyawad Branch, Surat.

AUDITORS

M/s. AADIL AIBADA & ASSOCIATES
Chartered Accountants

REGISTERED OFFICE

Cassia – 702, Garden city,
Opp. Samarvani panchayat,
Khanvel road, Silvassa-396230.

CORPORATE INDENTITY NUMBER

L17119DN1996PLC000116

REGISTRAR & SHARE TRANSFER AGENT

Sharepro Services (India) Private Limited
13 AB, 2nd Floor, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka,
Andheri (East), Mumbai - 400 072
Ph. 67720386 / 67720354

CORPORATE OFFICE

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

| <u>Contents</u> | <u>Page</u> |
|-------------------------------|--------------------|
| Notice | 01-03 |
| Board's Report | 04-16 |
| Corporate Governance Report | 17-22 |
| Independent Auditor's Report | 23-26 |
| Balance Sheet | 27 |
| Statement of Profit & Loss | 28 |
| Notes to Financial Statements | 29 |



NOTICE

Notice is hereby given that the Annual General of the Members of Gujarat Cotex Limited will be held on 30th September, 2015 at 03:00 p.m. at the registered office of the Company at Cassia-702, Garden City, Opposite Samarvani Panchayat, Khanvel Road, Silvassa, Dadar Nagar Haveli 396230 to transact the following business:-

➤ **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company including the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the financial year (12 months period from 01/04/2014 to 31/03/2015) ended 31st March, 2015 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Sonal Shailesh Parekh (DIN: 01246202), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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.
4. To appoint Auditors and to fix the Remuneration.

➤ **SPECIAL BUSINESS:**

5. Appointment of Shri Bhavik Nehal Shah as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and Clause 49 of the listing Agreement, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Bhavik Nehal Shah (DIN: 07218342), who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act a who qualifies for being appointed as an Independent in respect of whom the Company has received a writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be appointed as an Independent Director of the a term of 5 (five) years, effective 30th september,2015 not being liable to retire by rotation."

6. Shifting of registered office from Union Territory of Dadar and Nagar Haveli to State of Gujarat

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

"RESOLVED THAT subject to approval of central government and pursuant to section 13 of the Companies Act, 2013 and other applicable provisions, if any along with rules made under the Companies Act, 2013 the registered office of the company be and is hereby shifted from "Union Territory of Dadar Nagar Haveli" to the "State of Gujarat" under jurisdiction of Registrar of Companies, Gujarat.

Resolved further that the clause II Memorandum of Association of company be substituted by following clause:-

The registered office of company shall be in State of Gujarat under jurisdiction of Registrar of Companies, Gujarat.

7. Approval on Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules issued there under, including the Companies (Meetings of Board and its powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Clause 49(VII) of the Listing Agreement as amended from time to time by Securities and Exchange Board of India, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the contracts/arrangements/transactions with the related parties for (a) sale,



purchase or supply of any goods or materials directly or through appointment of agent, and (b) availing or rendering of any services whether technical and/or financial and/or both, more particularly described in the Explanatory Statement, for an aggregate maximum amount not exceeding Rs. 25 Crore (Rupees Twenty Five Crore Only) every financial year on such terms and conditions as may be mutually agreed between the Company and the respective related party with respect to in case of materially related party transactions.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company Secretary of the Company be and is hereby authorized to make the necessary entries, where applicable, in the Register of Contracts or arrangements and authenticate them;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted / availed with / from the related parties within the aforesaid limit and to take such steps as may be necessary to obtain approvals, sanctions, consents, permissions, perform and execute all such act, deeds, matters and things (including delegation of such authority), as may be deemed necessary, proper or expedient and generally to do all acts, deeds, matters and things necessary for the purpose of giving effect to this resolution."

By order of Board of Directors

Date : 22/06/2015
Place : Silvassa

Shailesh Parekh
Chairman and Managing Director

Notes:

1. A member entitled to attend and vote at the annual general meeting ("meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
The instrument appointing the proxy, in order to be effective, shall be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is annexed to this Notice.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Pursuant to Section 102 of the Act, the statement setting out the material facts concerning each item of special business to be conducted at the Annual General meeting is annexed hereto.
7. The Register of Members and Share Transfer Register Books of the Company shall remain closed from Wednesday, 16th September, 2015 to Wednesday 30th September, 2015 (both days inclusive).
9. Members are requested to furnish their Bank Account details of address and all other required details, to the registrar & Share Transfer Agent, M/s, Sharepro Services (India) Private Limited in respect of shares if held in physical form. In case of shares held in electronic form should be furnished to the respective Depository participants (DPs).
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their copies of PAN card to their Depository Participants with whom they are maintaining their demat accounts, members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent.
11. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance slip and sign the same at the place provided and hand it over at the entrance of the venue.



12. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:

SHAREPRO SERVICES(I)PVT. LTD.

13 A/B Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri(E), Mumbai- 400072

Tel: 022-67720300/67720400 Fax: 2859 1568/2850 8927 Email: sharepro@shareproservices.com

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)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

Item No.5:-

Shri Bhavik Nehal Shah joined the Board of Directors of the Company on 22/06/2015. He is non promoter Independent Director of the Company and is considered as an independent Director under clause 49 of the listing Agreement.

As per the provision of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and Clause 49 of the listing Agreement, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Bhavik Nehal Shah (DIN: 07218342), who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act a who qualifies for being appointed as an Independent in respect of whom the Company has received a writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be appointed as an Independent Director of the a term of 5 (five) years, effective 30th september,2015 not being liable to retire by rotation. Shri Bhavik Nehal Shah has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In opinion of the Board Shri Bhavik Nehal Shah full fills the conditions specified in the Act and the rules made there under for appointment as independent Director and he is independent of the management. In Compliance with the provisions in section 149 read with Schedule IV of the Act. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The directors recommend resolution for approval of members. None of the other directors or Key Managerial Personnel of the Company are in any way concerned or interested in this resolution.

Item No.6:-

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

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

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

The directors recommend resolution for approval of members. None of the directors or key managerial personal are in any way interested in resolution.

Item No. 7:-

For smooth functioning of business it is necessary for board of directors of company to enter into various contracts/ arrangements/transactions with the related parties for (a) sale, purchase or supply of any goods or materials directly or through appointment of agent and (b) availing or rendering of-any services whether technical and/or financial and/or both for an aggregate maximum amount not exceeding Rs. 25 Crore (Rupees Twenty Five Crore Only) every financial year on such terms and conditions as may be mutually agreed between the Company and the respective related party with respect to in case of materially related party transactions.

The directors recommend resolution for approval of members. None of the directors or key managerial personal are in any way interested in resolution.



BOARD'S REPORT

Dear members,

Your Directors have pleasure in presenting their Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2015.

1. Financial Summary and Highlights:

| Particulars | For the year ended 31 st March | |
|-----------------------------------------------------------|-------------------------------------------|-----------|
| | 2015 | 2014 |
| Profit for the year before Interest, Depreciation and Tax | 14,31,881 | 12,32,414 |
| Depreciation | 3,15,181 | 8,33,825 |
| Provision for taxation | - | - |
| Balance brought forward from previous year | - | - |
| Provision for Dividend - Equity Shares | - | - |
| Balance carried forward to Balance Sheet | 11,16,700 | 3,98,589 |

2. Transfer to Reserves:

For the financial year ended 31st March, 2015, the Company had not transfer any sum to Reserves. Therefore, your Company proposes to retain the entire amount of profit to Profit and Loss Accounts of the Company.

3. Dividend:

In view of inadequate profits, directors do not recommend any dividend for the year ended 31st March 2015.

4. Management Discussion and Analysis Report:

The Report on Management Discussion and Analysis Report as required under clause 49 of the Listing Agreement is included in this Report. Certain statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

5. Operations and State of affairs of the Company:

The Company has revenues from operations of ₹ 37,846,062 for the year under review as compared to ₹ 78,818,150 for the previous year. The Company has made Net Profit of ₹ 1,116,700 for the year under review as compared To ₹ 398,589 for the previous year.

The Directors proposes to diversify the activities in the real estate and related activities and the same shall be started on a small basis during current year.

6. Subsidiaries, Associates and Joint Ventures:

For the Financial ending on 31st March, 2015, The Company does not have any subsidiaries, Associates and Joint Ventures.

7. Directors:

For the year ending on 31st March, 2015, The Board of Directors consist of 4 Promoter Directors and 3 Non-Executive Independent Directors. The Chairman of the Board is an Executive Director. There is no change in the constitution of Board during the year however Mr. Umesh Dangarwala has resigned as Director during the current year. Mr. Bhavik Shah was appointed as a additional Director to look after the new area of real estate activities.



8. Key Managerial Personnel:

Following are the Key Managerial Personnel of the Company:

1. Mr. Shailesh Parekh - Managing Director
2. Mr. Nehal Shah - Chief Financial Officer
3. Ms. Priti Bajaj - Company Secretary

9. Meetings of the Board:

Five (5) Board Meetings were held during the financial year ended 31st March, 2015. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

10. Independent Directors:

The Independent Directors of the Company have given the declaration to the Company that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

11. Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreements, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

12. Audit Committee:

As on 31st March, 2015, the Audit Committee consists of all Independent Directors with Mr. Umesh Dangarwala as Chairman and Mr. Shailesh Parekh and Mr. Tarun Solanki as members. The Committee interalia reviews the Internal Control System and reports of Internal Auditors and compliance of various regulations. The Committee also reviews at length the Financial Statements before they are placed before the Board.

13. Vigil Mechanism:

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Listing Agreements, a Vigil Mechanism or 'Whistle Blower Policy' for directors, employees and other stakeholders to report genuine concerns has been established.

14. Corporate Social Responsibility:

The Company do not have adequate turnover or profits nor infrastructure to commence CSR activities in true spirit therefore the Directors have decided to undertake CSR activities only after achieving adequate profitability.

15. Policy on Nomination and Remuneration:

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the Listing Agreements are provided in the Corporate Governance Report.

16. Related Party Transactions:

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

17. Corporate Governance:

The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite certificate from Mr. Kunjal Dalal, Practising Company Secretaries confirming compliance



with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached to the Report on corporate governance.

18. Fixed Deposits

For the financial year ended 31st March, 2015, the Company has not accepted/renewed any deposits.

19. Listing of shares:

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 514386. The Company confirms that the annual listing fees to the stock exchanges for the financial year 2015-16 have been paid.

20. Loans, Guarantee or Investments:

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are not applicable since the Company has not given any guarantee or made any investment during the Year. The particulars of Investment already made are given in the Schedules attached to Financial Statements.

21. Auditors:

(a) Statutory Auditors:

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. Adil Aibada & Associates, Chartered Accountants, has been appointed as Statutory Auditors of the Company. The Auditors have consented to continuous audit in current year.

(b) Secretarial Auditors:

The Board of Directors of the Company appointed M/s. K. Dalal & Co., Practising Company Secretaries, Surat, to conduct Secretarial Audit for the F.Y. 2015-16.

The Secretarial Audit Report of M/s. K. Dalal & Co., Practising Company Secretaries for the financial year ended 31st March, 2015, is annexed as **Annexure A**.

(c) Cost Auditors:

As the Company is not involved in the production of goods, so there is no requirement to appoint Cost Auditor for the Company for the Financial year ended on 31st March, 2015.

(d) Internal Auditors:

The Board of Directors has appointed M/s. M. Kapadia & Co., Chartered Accountants as Internal Auditors of the Company for the F. Y. 2015-16.

There is no material qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report or by the Secretarial Auditors in their Secretarial Audit Report requiring explanation or comments of the Board.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

22. Directors' Responsibility Statement:

In terms of the provisions of Companies Act, 2013, the Directors state that:

- (a) in preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;



- (b) the directors have selected such accounting policies as listed in Note Y to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2015 and of the profit of the Company for that period.
- (c) the directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. Material Changes:

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2015. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

24. Extracts of Annual Return:

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, forms part of this report as **Annexure B**.

25. Conservation of energy, Technology Absorption, Foreign Exchange earnings and outgo:

The information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not applicable since Company has not carried out any manufacturing activities during the year.

26. Particulars of employees and related disclosures:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable since Company do not have any employee drawing remuneration requiring disclosure under relevant rules.

On behalf of the Board of Directors,

| | |
|--------------------------|-----------------|
| <i>Sd/-</i> | <i>Sd/-</i> |
| Shailesh J. Parekh | Chetan S. Paekh |
| <i>Managing Director</i> | <i>Director</i> |
| (DIN:01246270) | (DIN:01246220) |

22nd June, 2015

Gujarat Cotex Limited

Regd. Office: Cassia-702, Garden City,

Opposite Samarvani Panchayat, Khanvel Road,
Silvassa.

Corporate Office: 2007, Shankar Plaza,

Besides Surat People's Bank

Timliyawad, Nanpura, Surat.

Tel: 0261-2471788 Fax: 0261-2463238

Web: www.gujcotex.in Email: jayprabha@hotmail.com

CIN: L17119DN1996PLC000116



Annexure –A

SECRETARIAL AUDIT REPORT

For The Financial year Ended 31st March, 2015

[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
Cassia-702, Garden City,
Opp. Samarvani Panchayat,
Khanvel Road, Silvassa
Dadar Nagar Haveli 396230

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 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. I 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, 2015 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;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges.

I 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. I report that the Company has substantially complied with the provisions of those Acts that are applicable to Company.



During the year under review, provisions of the following regulations were not applicable to the Company:

- i. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- ii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iii. The securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the 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 however detailed notes on agenda were circulated during the meeting and a system exists for seeking and obtaining information and clarifications on the agenda items in advance for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I 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.

I further report that during the audit period there was no specific event/ action having a major bearing on the Company's affairs in pursuance to the Laws, rules, regulations, guidelines, etc. referred to above Except that (1) the advertisement under the Companies Act, 2013 and the Listing Agreements of Stock Exchanges have not been published in News Papers.(2) The Company has a practice of sending notice of Board Meeting and general Meeting by hand delivery or ordinary post and therefore the dispatch of notice could not be confirmed. (3) Company has not filed annual Return for year 2014 as on date of this report.

For K.Dalal & Co.
Company secretaries

Place : Surat
Date : 22nd June, 2015

Kunjal Dalal
Proprietor
FCS No. 3530 CP No. 3863

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



'Annexure A'

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

My 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. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I 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. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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. My 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.

For K.Dalal & Co.
Company secretaries

Place : Surat
Date : 22nd June, 2015

Kunjal Dalal
Proprietor
FCS No. 3530 CP No. 3863



Annexure –B

Form No. MGT - 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1)
of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. CIN | L17119DN1996PLC000116 |
| 2. Registration Date | 20/11/1996 |
| 3. Name of the Company | Gujarat Cotex Limited |
| 4. Category/Sub-Category of the Company | Company Limited by Shares |
| 5. Address of the Registered Office and Contact Details | Cassia-702, Garden City, Opposite Samarvani Panchayat, Khanvel Road, Silvassa, Dadar Nagar Haveli. Tel: 0261-2471788 Fax: 0261-2463238 Website : www.gujcotex.in, Email: jayprabha@hotmail.com |
| 6. Whether listed company | Yes |
| 7. Name, Address and Contact Details of Registrar and Transfer Agent, if any: | SHAREPRO SERVICES(I)PVT. LTD. 13 A/B Samhita Warehousing Complex, 2 nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri(E), Mumbai- 400072 Tel: 022-67720300/67720400 Fax: 2859 1568/2850 8927 Email: sharepro@shareproservices.com |

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

The Company is mainly engaged in trading in yarns. The trading activities are carried on from the Corporate office of the Company at Surat. The Company is also running a study center under franchisee arrangement with Sikkim Manipal University and imparting education in the field of Management.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company had no holding, subsidiary and associate companies.



IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

(I) (a) Statement showing Shareholding Pattern Introductory Table (I) (a)

Name of the Company: GUJARAT COTEX LIMITED

Scrip Code: 514386, Name of Scrip GUJCOTEX, Class of Security Equity, Quarter Ended 31.03.2015

| Partly Paid Up Shares | No. of Partly paid Up Shares | As % of Total No. of Partly paid Up Shares | As percentage of Total No. of Shares of Company |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Held By Promoters and Promoters Group | Nil | N.A. | N.A. |
| Held By Public | Nil | N.A. | N.A. |
| TOTAL D | Nil | N.A. | N.A. |
| Outstanding Convertible Securities | No of Outstanding securities | As % of Total No. of Outstanding Convertible securities | As % of Total no of shares assuming full conversion of convertible securities |
| Held By Promoters and Promoters Group | Nil | N.A. | N.A. |
| Held By Public | Nil | N.A. | N.A. |
| TOTAL E | Nil | N.A. | N.A. |
| Warrants | No of Warrants | As % of Total No. of Warrants | As % of Total no of shares assuming full conversion of warrants |
| Held By Promoters and Promoters Group | Nil | N.A. | N.A. |
| Held By Public | Nil | N.A. | N.A. |
| TOTAL F | Nil | N.A. | N.A. |
| Total paid-up capital of the company, assuming full conversion of warrants and covertible securities (Grand Total (A+B+C)+ D+E+F) | | Rs.7,12,20,000/- comprising of 71,22,000 equity shares of Re.10.00 each | |



(I) (a) Statement showing Shareholding Pattern

Name of the Company: GUJARAT COTEX LIMITED

Scrip Code: 514386

Quarter ended: 31.03.2015

| Category code | Category of shareholder | Number of share holders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | |
|---------------|-----------------------------------------------------------------------------|-------------------------|------------------------|----------------------------------------------|--------------------------------------------------------------|-------------------|----------------------------------------|
| | | | | | As a % of (A+B) ¹ | As a % of (A+B+C) | Shares Pledged or otherwise encumbered |
| (A) | Shareholding of Promoter and Promoter Group² | | | | | | |
| | (1) Indian | | | | | | |
| | (a) Individuals/ H.U.F | 6 | 3431000 | 3431000 | 48.17 | 48.17 | 0.00 |
| | (b) Central/State Government(s) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (d) Financial Institutions/ Banks | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (e) Any Other (specify) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | Sub-Total (A)(1) | 6 | 3431000 | 3431000 | 48.17 | 48.17 | 0.00 |
| | (2) Foreign | | | | | | |
| | (a) Individuals (N.R.I./ Foreign) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (b) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (c) Institutions | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (d) Any Other (specify) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | Sub-Total (A)(2) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 6 | 3431000 | 3431000 | 48.17 | 48.17 | 0.00 |
| (B) | Public shareholding³ | | | | | | |
| | (1) Institutions | | | | | | |
| | (a) Mutual Funds/ UTI | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (b) Financial Institutions/ Banks | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (c) Central State Government(s) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (d) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (e) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (f) Foreign Institutional Investors | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (g) Foreign Venture Cap. Investors | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | (h) Any Other (specify) | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | Sub-Total (B)(1) | 0 | 0 | 0 | 0 | 0 | 0.00 |



| Category code | Category of shareholder | Number of share holders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | |
|---------------|----------------------------------------------------------------------------------|-------------------------|------------------------|----------------------------------------------|--------------------------------------------------------------|-------------------|----------------------------------------|
| | | | | | As a % of (A+B) ¹ | As a % of (A+B+C) | Shares Pledged or otherwise encumbered |
| (2) | Non-institutions | | | | | | |
| (a) | Bodies Corporate | 47 | 157339 | 157339 | 2.21 | 2.21 | 0.00 |
| (b) | I Individuals - | | | | | | |
| | Individual shareholders holding nominal share capital up to ₹ 1 lakh. | 1477 | 1314507 | 1180296 | 18.47 | 18.47 | 0.00 |
| | II Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 55 | 2022448 | 1974448 | 28.39 | 28.39 | 0.00 |
| (c) | Other -specify | | | | | | |
| | 1. N.R.I. | 5 | 18500 | 18500 | 0.26 | 0.26 | 0.00 |
| | 2. Client Margin and client beneficiary | 22 | 177806 | 177806 | 2.49 | 2.49 | 0.00 |
| | 3. Clearing House/member | 1 | 400 | 400 | 0.01 | 0.01 | 0.00 |
| | Sub-Total (B) (2) | 1607 | 3691000 | 3508789 | 51.83 | 51.83 | 0.00 |
| | Total Public Shareholding (B)= (B) (1)+(B) (2) | 1607 | 3691000 | 3508789 | 51.83 | 51.83 | 0.00 |
| | TOTAL (A)+(B) | 1613 | 7122000 | 6939789 | 100.00 | 100.00 | 0.00 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | — | — | — | — | — | — |
| | GRAND TOTAL (A)+(B)+(C) | 1613 | 7122000 | 6939789 | 100 | | |

¹For determining public shareholding for the purpose of Clause 40A.

² For definitions of “Promoter” and “Promoter Group”, refer to Clause 40A.

³For definitions of “Public Shareholding”, refer to Clause 40A.



(I) (b) **Statement showing Shareholding securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

| Sr. No. | Name of Shareholder | Details of Shares held | | Encumbered Shares | Details of warrants | Details of Convertible | Total Shares (including underlying shares assuming Securities full conversion of warrants and convertible securities) |
|---------|---------------------|------------------------|---------------------|-------------------|---------------------|------------------------|-----------------------------------------------------------------------------------------------------------------------|
| | | No of Shares Held | As % of Grand Total | | | | |
| 1 | Shailesh Parekh | 425000 | 5.97 | 0 | 0 | 0 | 5.97 |
| 2 | Priyavanda Parekh | 1041000 | 14.62 | 0 | 0 | 0 | 14.62 |
| 3 | Sarla Parekh | 150000 | 2.11 | 0 | 0 | 0 | 2.11 |
| 4 | Sonal Parekh | 150000 | 2.11 | 0 | 0 | 0 | 2.11 |
| 5 | Ketan Parekh | 850000 | 11.93 | 0 | 0 | 0 | 11.93 |
| 6 | Chetan Parekh | 815000 | 11.44 | 0 | 0 | 0 | 11.44 |
| | | 3431000 | 48.17 | 0 | 0 | 0 | 48.17 |

(I) (c) (i) **Statement showing Shareholding securities (including shares, warrants, convertible securities) of persons belonging to the category belonging to the category "Public" and holding more than 1% of the total number of shares**

| Sr. No. | Name of Shareholder | Details of Shares held | | Encumbered Shares | Details of warrants | Details of Convertible | Total Shares (including underlying shares assuming Securities full conversion of warrants and convertible securities) |
|---------|---------------------|------------------------|---------------------|-------------------|---------------------|------------------------|-----------------------------------------------------------------------------------------------------------------------|
| | | No of Shares Held | As % of Grand Total | | | | |
| 1 | Rajiv Sheth | 169000 | 2.38 | 0 | 0 | 0 | 2.38 |
| 2 | MukeshDoshi | 150000 | 2.11 | 0 | 0 | 0 | 2.11 |
| 3 | Nehal Shah | 100251 | 1.41 | 0 | 0 | 0 | 1.41 |
| 4 | DheyaDoshi | 100025 | 1.41 | 0 | 0 | 0 | 1.40 |
| 5 | Sunil Mehta | 100000 | 1.40 | 0 | 0 | 0 | 1.40 |
| 6 | Jay Shah | 100000 | 1.40 | 0 | 0 | 0 | 1.40 |
| 7 | Denish Shah | 100000 | 1.40 | 0 | 0 | 0 | 1.40 |
| 8 | Dharmesh Sheth | 76300 | 1.07 | 0 | 0 | 0 | 1.07 |
| 9 | Mehta Jalpak | 75380 | 1.06 | 0 | 0 | 0 | 1.06 |
| 10 | Azad Ramolia | 75000 | 1.05 | 0 | 0 | 0 | 1.05 |
| | TOTAL | | | 0 | 0 | 0 | |

(I) (c) (ii) **Statement showing Shareholding securities (including shares, warrants, convertible securities) of persons to gather with (PAC) belonging to the category belonging to the category "Public" and holding more than 5% of the total number of shares**

| Sr. No. | Name of Shareholder | Details of Shares held | | Encumbered Shares | Details of warrants | Details of Convertible | Total Shares (including underlying shares assuming Securities full conversion of warrants and convertible securities) |
|---------|---------------------|------------------------|---------------------|-------------------|---------------------|------------------------|-----------------------------------------------------------------------------------------------------------------------|
| | | No of Shares Held | As % of Grand Total | | | | |
| | Nil | 0 | 0 | 0 | 0 | 0 | 0 |



(I) (d) **Statement showing details of locked-in shares**

| Sr. No. | Name of the shareholder | Number of locked-in shares | Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|---------|-------------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 1 | NIL | | NIL |
| 2 | | | |
| 3 | | | |
| 4 | | | |

(II) (a) **Statement showing details of Depository Receipts (DRs)**

| Sr. No. | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above} |
|---------|-------------------------------------------------|---------------------------|---------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| | NIL | 0 | 0 | 0 |



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy

Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and management of the Company is an important part of corporate governance.

The Company has always been committed to the principles of good corporate governance.

Gujarat Cotex Limited, while striving to achieve financial targets, seeks to follow the business principles and ethics in all its dealings and believes in customer orientation, teamwork, commitment, growth and trust as its corporate values. The Board of Directors strives to represent the shareholders' interest to ensure optimal returns. At the same time, it is also responsible to all the other stakeholders including customers, employees, suppliers and to the communities where it operates.

Gujarat Cotex Limited endeavors to make its management team empowered to take the Company forward within the framework of effective accountability, which in turn enables the conversion of opportunities into achievements for the betterment of the Company and its stakeholders. The Board has also institutionalized good management practices to bring about an atmosphere of accountability. Systems are being put into place to ensure effective strategic planning, optimum risk management, financial plans and budgets, integrity of internal controls and reporting, communication policy with emphasis on transparency and full disclosure on the various facts of the Company's operations, its functioning and its financial and compliance with all statutory / regulatory requirements not only in the letter of the law but also in its spirit.

2. Board of Directors

Composition of the Board:

The Board of Directors consist of 4 Promoter Directors and 3 Non- Executive Independent Directors. The Chairman of the Board is an Executive Director. As on 31st March, 2015 and on the date of this report, the Board meets the requirement of having at least one woman director and not less than 50% of the Board strength comprising of Non-Executive Directors as 3 out of 7 Directors are Non-Executive Independent Directors including Woman Director.

Number of Board Meetings held and the dates of the Board Meetings:

Five (5) Board Meetings were held during the year ended 31st March, 2015 on 30th April, 2014, 29th May, 2014, 31st July, 2014, 31st October, 2015, 31st December, 2015 and 31st March 2015. The time gap between any two meetings was not exceeding one hundred and twenty days.

Attendance of the Director at the Board Meetings and at the last AGM and Number of other Public Limited Companies in which the Director is a Director / Committee Member:

| Name of Directors | Category | No. of Board Meetings held & attended during the Financial Year | Attendance at the last AGM | No. of other Directorships (excluding Directorships in foreign & Private Companies) | No. of Committees Membership / Chairmanship | |
|-------------------------------------|-----------|-----------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------|---------------------------------------------|-----------|
| | | | | | As Chairman | As Member |
| Priyavanda Parekh (Chairman) | Executive | 1 | Present | 1 | - | - |
| Shailesh Parekh (Managing Director) | Executive | 5 | Present | 2 | - | 2 |
| Chetan Parekh | Executive | 4 | Present | 1 | - | - |
| Sonal Parekh | Promoter | 2 | Not Present | 1 | - | - |
| Tarun Solanki | NED (I)* | 2 | Not Present | 1 | - | 2 |
| Umesh Dangarwala | NED (I)* | 4 | Present | 2 | 1 | - |
| Shailesh Shah | NED (I)* | 5 | Not Present | 1 | 1 | - |

* NED (I) means Non-Executive- Independent Director.



As required by Section 165(1) the Companies Act, 2013 and Clause 49 of the Listing Agreements, none of the Directors holds Directorships in more than 20 Companies (Public or Private), 10 Public Companies, membership of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 10 and

Chairmanship of Board Committee in excess of 5. None of the Directors serve as Independent Director in more than 7 listed Companies. None of the Director who serves as Whole Time Director in any listed Company serve as Independent Director in more than three listed Companies.

3. Audit Committee

Composition & Terms of Reference:

The Audit Committee comprises of 3 Directors viz. Mr. Umesh Dangarwala, Mr. Shailesh Shah and Mr. Tarun Solanki. Mr. Umesh Dangarwala is Chairman of the Audit Committee. The terms of reference of the Committee cover the matters specified for Audit Committee under the Listing Agreement and the provisions of Companies Act, 2013 and rules made thereunder.

The attendance of each member of the Committee is given below:

| Name of Director | Category of Director | No. of the Meetings Attended |
|----------------------|-----------------------------|------------------------------|
| Mr. Umesh Dangarwala | Non-Executive - Independent | 4 |
| Mr. Shailesh Shah | Executive | 4 |
| Mr. Tarun Solanki | Non-Executive - Independent | 4 |

4. Nomination and Remuneration Committee

The Company do not pay any remuneration or sitting fees to the Directors and hence the role of Nomination and Remuneration Committee has been restricted to making suggestions regarding nomination to the Board of Directors. One meeting of the Nomination and Remuneration Committee has been held during the year.

5. Stakeholders' Relationship Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreements, the Board of Directors of the Company reconstituted and renamed Shareholders'/Investors' Grievances Committee as "Stakeholders Relationship Committee". The Stakeholders' Relationship Committee comprises of 3 Directors viz. Mr. Umesh Dangarwala, Mr. Shailesh Shah and Mr. Tarun Solanki. Mr. Shailesh Shah is Chairman of the Stakeholders' Relationship Committee.

Details of No. of Shareholders' complaints received so far:

No. of complaints not solved to the satisfaction of shareholders : Nil

No. of pending complaints : Nil

Meetings and the attendance during the year Four (4) meetings of Stakeholders' Relationship Committee were held during the year ended 31st March, 2015.

The attendance of each member of the Committee is given below:

| Name of Director | Category of Director | No. of the Meetings Attended |
|----------------------|-----------------------------|------------------------------|
| Mr. Umesh Dangarwala | Non-Executive - Independent | 4 |
| Mr. Shailesh Shah | Executive | 4 |
| Mr. Tarun Solanki | Non-Executive - Independent | 4 |



6. General Body Meetings

Details of the location and time of the last three AGMs are as under:

| Financial Year | Location | Date | Time | No. of Special Resolution passed |
|----------------|------------------------------------------------------------------------------------------------------------|----------------------------------|---------|----------------------------------|
| 2011-12 | Cassia-702, Garden City, Opposite Samarvani Panchayat, Khanvel Road, Silvassa, Dadar Nagar Haveli, 396230. | 29 th September, 2012 | 11 a.m. | - |
| 2012-13 | Cassia-702, Garden City, Opposite Samarvani Panchayat, Khanvel Road, Silvassa, Dadar Nagar Haveli, 396230. | 30 th September, 2013 | 11 a.m. | - |
| 2013-14 | Cassia-702, Garden City, Opposite Samarvani Panchayat, Khanvel Road, Silvassa, Dadar Nagar Haveli, 396230. | 30 th September, 2013 | 11 a.m. | - |

7. Notes on Directors seeking appointment / re-appointment as required under Clause 49 VIII E 1 of the Listing Agreement entered into with Stock Exchanges:

At the ensuing Annual General Meeting, the following Directors seek appointment/Re-appointment:

1. Mr. Chetan Parekh
2. Ms. Sonal Sheth
3. Mr. Bhavik Shah

Mr. Chetan Shah is a young businessman having wide business association required for development of Business of Company. He is from the promoter group family and has wide experience in handling business matters. He looks after the Development and Marketing activities of the Company.

Ms. Sonal Sheth is also from the promoter group and is a Director of the Company since long. She is instrumental in establishing the Infotech division and is engaged in guiding the Infotech division of the Company.

Mr. Bhavik Shah was appointed as additional director by Board of Directors. He is graduate and comes from business family having interest in real estate activities. He shall look after the Real Estate activities undertaken by the Company during current Financial year.

8. Disclosure

(i) Related Party Transactions:

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

(ii) Compliance:

There was no non-compliance by the Company or penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years except that the Registrar of Companies has filed criminal cases against the Company and its Directors alleging contravention of the provision of Companies Act, 1956. The Directors disown the allegations and are contesting the legal cases filed by the Registrar of Companies.

(iii) Whistle Blower Policy:

In terms of Clause 49 of the Listing Agreements, the Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.



The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

(iv) Shareholding of Non-Executive Directors:

None of the Non-Executive Directors hold any shares in the Company.

(v) Disclosure of relationships between directors inter-se

Mr. Shailesh Parekh, Managing Director is the father of Mr. Chetan Parekh and Sonal Sheth, Director and Mrs. Priyavanda Parekh, Director & Chairman is the Brother's wife of Mr. Shailesh Parekh, Managing Director. No other Director of the Company is related to any other Director.

(vi) Code of Conduct:

The Board has adopted code of conduct for all Board Members and Senior Management Personnel of the Company.

(vii) CEO/CFD Certificate:

As required under Clause 49 (IX) of the Listing Agreement with the Stock Exchanges, the Managing Director of the Company has certified to the Board regarding inter alia, the correctness of the financial statements for the year ended 31st March, 2015.

9. Means of Communication:

Quarterly Results : The results are displayed on the website of BSE

Any website, where displayed : www.gujcotex.in

10. General Shareholder Information

- Annual General Meeting : 30th September, 2015 at 11 a.m.
Date, Time and Venue : Cassia-702, Garden City, Opposite Samarvani Panchayat, Khanvel Road, Silvassa, Dadar Nagar Haveli, 396230
- Financial Year : 2014-2015
- Date of Book closure : From September 16, 2015 to September 30, 2015
- Listing on Stock Exchange : BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
- Stock code : 514386
- Market Price Data:

| Month | Bombay Stock Exchange | |
|----------------|-----------------------|-------------------|
| | Month's High Price | Month's Low Price |
| Apr-2014 | 3.62 | 3.47 |
| May-2014 | 4.90 | 3.20 |
| June-2014 | 4.60 | 3.43 |
| July-2014 | 4.40 | 4.17 |
| August-2014 | 4.61 | 4.61 |
| September-2014 | 4.49 | 3.11 |
| October-2014 | 3.00 | 2.49 |
| November-2014 | 2.38 | 1.98 |
| December-2014 | 3.35 | 2.48 |
| January-2015 | 3.60 | 3.44 |
| February-2015 | 4.54 | 3.14 |
| March-2015 | 6.28 | 4.76 |



8. Registrar and Transfer Agents SHAREPRO SERVICES(I)PVT. LTD.13 A/B Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri(E), Mumbai- 400072Tel: 022-67720300/67720400Fax: 2859 1568/2850 8927Email: sharepro@shareproservices.com
9. Share Transfer System Share transfers are registered and returned within a period of Fifteen days from the date of receipt, if documents are accurate in all respects.Stakeholders' Relationship Committee has delegated powers to Registrar and Transfer Agent to effect transfer/transmission, name deletion, renewal of shares, duplicate, etc.

11. Distribution of Shareholding

The Distribution of Shareholdings as on 31st March, 2015 is given as under:

| Share/Debenture | | Share\Debenture Holders | | No. of Share\Debentures | |
|-----------------|--------|-------------------------|---------------|-------------------------|---------------|
| | | Number | % of Total | Number | % of Total |
| 1 | 5000 | 1508 | 93.49 | 1014375 | 14.25 |
| 5001 | 10000 | 45 | 02.79 | 379728 | 05.33 |
| 10001 | 20000 | 17 | 01.05 | 260025 | 03.65 |
| 20001 | 30000 | 13 | 00.81 | 340005 | 04.77 |
| 30001 | 40000 | 5 | 00.31 | 170667 | 02.40 |
| 40001 | 50000 | 5 | 00.31 | 239700 | 03.37 |
| 50001 | 100000 | 10 | 00.62 | 767224 | 10.77 |
| 100001 | Above | 10 | 00.62 | 3950276 | 55.47 |
| Total | | 1613 | 100.00 | 7122000 | 100.00 |

The Distribution of Shareholdings as on 31st March, 2015 is given as under:

| Sr. No. | Category | Number of Share held | % of Share holding |
|--------------|------------------|----------------------|--------------------|
| 1. | Promoters | 3431000 | 48.17 |
| 2. | Bodies Corporate | 157339 | 02.21 |
| 3. | NRI's | 18500 | 00.26 |
| 4. | Indian Public | 3515161 | 49.36 |
| Total | | 7122000 | 100.00 |

12. Dematerialisation of Shares and Liquidity As on 31st March, 2015, 69,39,789 shares (97.44%) are held in dematerialised form by the shareholders.
13. Investor Correspondence Mr. Shailesh Parekh
2007, Shankar Plaza, Besides Surat People's Bank, Timliyawad, Nanpura, Surat-395001 (Guj.) India.
Ph: 0261-2471788Fax: 0261-2463238
Email: jayprabha@hotmail.com
SHAREPRO SERVICES(I)PVT. LTD.
13 A/B Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri(E), Mumbai- 400072
Tel: 022-67720300/67720400Fax: 2859 1568/2850 8927
Email: sharepro@shareproservices.com



Corporate Governance Certificate

To
The Members of
Gujarat Cotex Limited

We have examined the compliance of the conditions of Corporate Governance by Gujarat Cotex Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

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 Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2015, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

We further 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.

Date : 22nd June, 2015
Place : Surat

Kunjali Dalal
Sd/-
K. Dalal & Company
Company Secretaries
FCS # 3530 - CP# 3863

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The members of **GUJARAT COTEX LIMITED**
(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, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was 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.

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 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.

For Adil Aibada & Associates,
Chartered Accountants,

(Aadil S. Aibada)
Proprietor.

Membership No. 045310.

SURAT, 22.06.2015.



INDEPENDENT AUDITOR'S REPORT

To
The members of **GUJARAT COTEX LIMITED**
(Formerly known as OCTAGON INDUSTRIES LIMITED.)

Report on Financial Statements

We have audited the accompanying standalone financial statements of **GUJARAT COTEX LIMITED** ("The Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The company BOARD OF DIRECTORS is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("THE ACT") WITH RESPECT TO THE PREPARATION of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred to Section 133 of the Companies Act, read with the Rule 7 of the COMPANIES (Accounts) rules 2014. 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 and design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances., but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Opinion:

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

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements:

- (1) As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (2) As required by section 143(3) of the Act, we report that:
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement 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 written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the other matters to be included in Auditors Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us ;
 1. The company has NOT disclosed the impact of pending litigation on its financial position.
 2. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts that were required to be transferred to the Investor Education and protection Fund by the Company during the year.

As per Our Report of Even Date,
For Adil Aibada & Associates,
Chartered Accountants,

(Aadil S. Aibada)
Proprietor.

Membership No. 045310.

SURAT, 22.06.2015.



ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Gujarat Cotex Limited on the financial statements for the year ended March 31, 2015]

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that;

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As per the information and explanations provided by the management, all the fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation of the size of the Company and the nature of its business.
- (c) 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.
- (iii) (a) The Company not has granted any secured or unsecured loan to any party covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the requirements of sub clause (a) and (b) of clause (iii) are not applicable to the company.
- (b) In our opinion and according to the information and explanations given to us, the Company has not given loan and hence charging of interest is not applicable.
- (c) The Company has not accepted any deposits from Public or Directors in terms of section 73 of the Companies Act, 2013.
- (d) No interest paid by the Company.
- (iv) In our opinion and according to the information and explanations given to us, there exist internal control system however we are unable to comment on it being commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services.
- (v) We have broadly reviewed the books of account maintained by the company in respect of Trading of Goods where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been not prescribed under of sub-section (1) of Section 148 of the Companies Act, 2013
- (vi) The Company inform us that provident fund, investor education and protection fund, employees' state insurance, to the company are not applicable.
- (vii) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, education and protection fund, employees' state insurance, income tax, wealth tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (viii) The company has accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year. The Company has been registered for a period of more than five years. Therefore, requirement of the order of reporting on accumulated losses. Which are Rs 21,22,405/ As on 31/03/2015.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, bank, or debenture holders.



- (x) According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xi) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xii) In our opinion, the term loans have not been raised and hence application of the same is not applicable.
- (xiii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xiiiv) The Company did not have any outstanding debentures during the year.
- (xiv) The Company has not raised money by way of public issue during the year.
- (xv) 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 fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

As per Our Report of Even Date,
For Adil Aibada & Associates,
Chartered Accountants,

(Aadil S. Aibada)
Proprietor.

Membership No. 045310.

SURAT, 22.06.2015.



BALANCE SHEET AS ON 31ST MARCH, 2015.

| Particulars | Sch. | As at 31.03.15 | As at 31.03.14 |
|------------------------------------------|------|-------------------|--------------------|
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDERS' FUNDS | | | |
| (a) Share Capital | 1 | 71,220,000 | 71,220,000 |
| (b) Reserves and surplus | 2 | - | - |
| Total (a) ... | | 71,220,000 | 71,220,000 |
| NON-CURRENT LIABILITIES | | | |
| (a) Long Term Borrowings | 3 | 815,565 | 1,076,099 |
| (b) Deferred Tax Liabilities (Net) | | - | - |
| Total (b) ... | | 815,565 | 1,076,099 |
| CURRENT LIABILITIES | | | |
| (a) Short Term Borrowings | 4 | - | 125,769 |
| (b) Trade Payables | 5 | 19,139,697 | 49,873,016 |
| (c) Other Current Liabilities | | - | - |
| Total (c) ... | | 19,139,697 | 49,998,785 |
| Total (a+b+c) ... | | 91,175,262 | 122,294,884 |
| ASSETS | | | |
| (a) Fixed Assets | | | |
| Tangible Assets | 6 | 12,996,733 | 12,870,834 |
| (b) Non-current Investments | 7 | 7,475,100 | 7,475,100 |
| (c) Long Term Loans & Advances | 8 | 1,000 | 1,000 |
| (d) Deferred Tax Assets | | - | - |
| (e) Investment in Company's own Division | | | |
| (a) Prabhat Infratech | | 4,160,000 | 4,160,000 |
| Total (d) ... | | 24,632,833 | 24,506,934 |
| CURRENT ASSETS | | | |
| (a) Inventories | | - | - |
| (b) Trade Receivable | 9 | 61,833,396 | 85,011,208 |
| (c) Cash and Cash Equivalents | 10 | 1,059,824 | 4,237,856 |
| (d) Short Term Loans and Advances | 11 | 1,058,672 | 4,773,132 |
| Total (e) ... | | 63,951,892 | 94,022,196 |
| MISC EXPENDITURE | | | |
| (To the Extent Not W/Off OR Adjusted) | | | |
| (a) Preliminary Expenses | | 16,182 | 18,205 |
| (b) Public Issue Expenses | | 451,950 | 508,444 |
| (c) Profit & Loss Account | 12 | 2,122,405 | 3,239,105 |
| Total (f) ... | | 2,590,537 | 3,765,754 |
| Total (d+e+f) ... | | 91,175,262 | 122,294,884 |

The Notes on financial statement form an integral part of the financial statements as per Schedule.

As per our attached report of even date
For Adil Aibada & Associates,
Chartered Accountants

For and on behalf of Board
For GUJARAT COTEX LIMITED

(Aadil S. Aibada)

MANAGING DIRECTOR

Proprietor

Membership No.045310

SURAT, 22.06.2015.

COMPANY SECRETARY

DIRECTOR



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

| Particulars | Sch. | As at 31.03.15 | As at 31.03.14 |
|-----------------------------------------------------------------------------|-----------|----------------|----------------|
| 1. Revenue from Operations (Gross) | | 37,846,062 | 78,818,150 |
| Less: Excise duty | | - | - |
| Revenue from Operations (Net) | | 37,846,062 | 78,818,150 |
| 2. Other Income | 13 | 15 | 15 |
| 3. Profit from Prabhat Infotech Division | | 1,241,334 | 1,480,459 |
| 4. TOTAL REVENUE | | 39,087,411 | 80,298,624 |
| 5. Expenses | | | |
| (a) Cost of Materials Consumed | | - | - |
| (b) Purchase of Stock-in-Trade | 14 | 36,512,002 | 77,938,506 |
| (c) Changes in Inventories of Finished goods, WIP and Stock-in-Trade | | | |
| (d) Employee benefits Expenses | 15 | 181,800 | 236,300 |
| (e) Financial Expenses | 16 | 110,015 | 132,784 |
| (f) Depreciation | | 315,181 | 833,825 |
| (g) Other Expenses | 17 | 851,713 | 758,620 |
| TOTAL EXPENSES | | 37,970,711 | 79,900,035 |
| 6. Profit / (Loss) before exceptional and extraordinary items and tax (3-4) | | 1,116,700 | 398,589 |
| 7. Exceptional Items | | - | - |
| 8. Profit / (Loss) before Extraordinary items and Tax (6 + 7) | | 1,116,700 | 398,589 |
| 9. Extraordinary Items | | - | - |
| 10. Profit / (Loss) before Tax (8+9) | | 1,116,700 | 398,589 |
| 11. Tax Expenses : | | | |
| (a) Current Tax Expenses for current year | | - | - |
| (b) Taxation for previous year | | - | - |
| (c) Deferred Tax | | - | - |
| 12. Profit / (Loss) from continuing operations | | 1,116,700 | 398,589 |
| 13. i Profit / (Loss) from discontinuing operations | | 1,116,700 | 398,589 |
| 13. ii Add / (Less) : Tax Exp of discontinuing operations | | - | - |
| 14. Profit / (Loss) from discontinuing operations | | - | - |
| 15. Profit / (Loss) for the year | | 1,116,700 | 398,589 |
| 16. Earning per share (of ₹ 10/- each) | | 0.16 | 0.06 |

The Notes on financial statement form an integral part of the financial statements as per Schedule.

As per our attached report of even date
For Adil Aibada & Associates,
Chartered Accountants

For and on behalf of Board
For GUJARAT COTEX LIMITED

(Aadil S. Aibada)
Proprietor
Membership No.045310

MANAGING DIRECTOR

SURAT, 22.06.2015.

COMPANY SECRETARY

DIRECTOR



SCHEDULE FORMING PART OF THE ACCOUNT AS ON 31ST MARCH, 2015.

| Particulars | As at 31.03.15 | | As at 31.03.14 | |
|--------------------------------------------|-------------------|--|-------------------|--|
| SCHEDULE - 1 : SHARE CAPITAL | | | | |
| 1. SHAREHOLDERS' FUNDS | | | | |
| a) AUTORISED SHARE CAPITAL : | | | | |
| 72,50,000 EQUITY SHARE OF RS. 10 EACH | 72500000 | | 72500000 | |
| b) ISSUED, SUBCRIBED & PAID-UP CAPITAL | 71220000 | | 71220000 | |
| 71,22,000 EQUITY SHARE OF RS.10 FULLY PAID | | | | |
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SCHEDULE- 6 : FIXED ASSETS

| PARTICULARS | W. D. V. AS ON 01.04.2014 | ADDITION | SALES DEDUCTION | PROFIT (LOSS) | TOTAL AS ON 31.03.2015 | RATE OF DEP. | Depreciatin | W. D. V. AS ON 31.03.2015 |
|------------------------|---------------------------------|----------------|--------------------|------------------|------------------------------|--------------------|----------------|---------------------------------|
| FURNITURE & DEAD STOCK | 439,215 | - | - | - | 439,215 | | 41,725 | 397,490 |
| ELENTRA MOTOR CAR | 956,546 | - | - | - | 956,546 | | 60,645 | 895,901 |
| COMPUTER & HARDWARE | 24,319 | - | - | - | 24,319 | | 7,702 | 16,617 |
| PRINTER A/C. | 1,939 | - | - | - | 1,939 | | 614 | 1,325 |
| SOFTWARE | 42,122 | - | - | - | 42,122 | - | 13,340 | 28,782 |
| WATER COOLER MACHINE | 4,552 | - | - | - | 4,552 | | 865 | 3,687 |
| WATER DISPANCER | - | 5,000 | - | - | 5,000 | | 634 | 4,366 |
| WATER RO PLANT | - | 6,080 | - | - | 6,080 | | 1,155 | 4,925 |
| TELEVISION LCD SONY | 41,394 | - | - | - | 41,394 | | 7,865 | 33,529 |
| OFFICE PURCHASE 2007 | 9,965,072 | - | - | - | 9,965,072 | | 158,445 | 9,806,627 |
| OFFICE PURCHASE NO.702 | 1,395,675 | - | - | - | 1,395,675 | | 22,191 | 1,373,484 |
| LAND AT OLPAD | - | 430,000 | - | - | 430,000 | - | 430,000 | |
| TOTAL . . . | 12,870,834 | 441,080 | - | - | 13,311,914 | | 315,181 | 12,996,733 |

| Particulars | As at 31.03.15 | As at 31.03.14 |
|-------------|-------------------|-------------------|
|-------------|-------------------|-------------------|

SCHEDULE - 7 : NON-CURRENT INVESTMENTS

| | | |
|-----------------------------------|------------------|------------------|
| SHARE INVESTMENTS - QUATED SHAERS | 7,475,000 | 7,475,000 |
| BANK SHARES-SURAT PEOPLES BANK | 100 | 100 |
| | <u>7,475,100</u> | <u>7,475,100</u> |

SCHEDULE-: 8 : LONG TERM LOAN & ADVANCES

| | | |
|----------------------|--------------|--------------|
| SURAT ELECTRICITY CO | 1,000 | 1,000 |
| | <u>1,000</u> | <u>1,000</u> |

SCHEDULE - 9 : TRADE RECEIVABLES

| | | |
|--------------------------|-------------------|-------------------|
| SUNDRY DEBTORS FOR GOODS | 61,833,396 | 85,011,208 |
| | <u>61,833,396</u> | <u>85,011,208</u> |



| Particulars | As at 31.03.14 | As at 31.03.13 |
|-------------------------------------------------------|-------------------|-------------------|
| SCHEDULE - 10 : CASH AND CASH EQUIVALENTS | | |
| ALLAHABAD BANK-50044255402 | 6,127 | 604,250 |
| ICICI BANK LTD-005205006317 | - | 12,826 |
| THE SURAT PEOPLES CO OP BANK LTD | 64,739 | 13,584 |
| SURAT PEOPLES CO OP BANK LTD-PRABHAT INFO | 5,882 | 12,002 |
| STATE BANK OF INDIA - PRABHAT INFO | 11,934 | 13,527 |
| | 88,682 | 656,189 |
| CASH BALANCE FROM HO GUJARAT CO TEX LTD | 902,630 | 3,105,373 |
| CASH BALANCE FROM PRABHAT INFOTECH-DIVISION | 68,512 | 476,294 |
| | 971,142 | 3,581,667 |
| | 1,059,824 | 4,237,856 |
| SCHEDULE-: 11 : SHORT TERM LOAN & ADVANCES | | |
| Advance Against Materials | | |
| SHREE JALARAM TEXTILES | 400,000 | 1,200,000 |
| Advance Against Land | | |
| PALLAVI M. DOSHI | - | 1,000,000 |
| Advance Against Assets | | |
| TARIK JANU | - | 2,104,395 |
| DHANSUKHBHAI M JARIWALA | 25,000 | - |
| HEMALIBEN D JARIWALA | 25,000 | - |
| INDIRABEN RAMESHBHAI | 100,000 | - |
| KAJALBEN D JARIWALA | 25,000 | - |
| PREMLILABEN C JARIWALA | 100,000 | - |
| SANJAY D JARIWALA | 25,000 | - |
| Balance with revenue Aathorities | | |
| TDS RECEIVABLE-(INTEREST) | 1,033 | 1,033 |
| TDS REFUND (08-09) | 14,960 | 14,960 |
| TDS RECEIVABLE-FY-12-13 | 26,328 | 279,728 |
| TDS RECEIVABLE-FY-13-14 | 173,016 | 173,016 |
| TDS RECEIVABLE-FY-14-15 | 143,335 | - |
| | 1,058,672 | 4,773,132 |
| SCHEDULE-: 12 : PROFIT & LOSS ACCOUNTS | | |
| PROFIT & LOSS ACCOUNT-OPENING BALANCE | 3,239,105 | 9,836,924 |
| ADD/LESS : (LOSS)/PROFIT DURING THE YEAR | 1,116,700 | 398,589 |
| | 2,122,405 | 9,438,335 |
| LESS : REVALUATION RESERVES | - | 6,199,230 |
| | 2,122,405 | 3,239,105 |



| Particulars | As at 31.03.15 | As at 31.03.14 |
|----------------------------------------------------|-------------------|-------------------|
| SCHEDULE: 13 : OTHER INCOME | | |
| DIVIDEND INCOME | 15 | 15 |
| Total .. (A) | 15 | 15 |
| SCHEDULE: 14 : PURCHASE OF STOCK -N - TRADE | | |
| PURCHASE OF FABRICS | 36,512,002 | 77,938,506 |
| | 36,512,002 | 77,938,506 |
| SCHEDULE: 15 : EMPLOYEE BENEFITS EXPENSES | | |
| SALARIES | 181,800 | 218,200 |
| BONUS | - | 18,100 |
| | 181,800 | 236,300 |
| SCHEDULE: 16 : FINANCIAL EXPENSES | | |
| VEHICLE LOAN INTEREST | 104,216 | 131,002 |
| BANK COMMISSION & CHARGES | 5,799 | 1,782 |
| | 110,015 | 132,784 |
| SCHEDULE: 17 : OTHER EXPENSES | | |
| ELECTRIC POWER EXPS. | 16,774 | 61,722 |
| TELEPHONE EXPS | 44,142 | 51,297 |
| AUDITORS REMMUNATION | 15,000 | 15,000 |
| ACCOUNTANT FEES | 28,000 | - |
| COMPUTER EXPENSES | 15,000 | - |
| DONATION | 5,100 | - |
| INSURANCE EXPENSES | 55,222 | 65,160 |
| VEHICLE EXPS(CAR) & FUEL | 182,639 | 150,587 |
| CONSULTANCY/PROFESSIONAL/LEGAL FEES | 300,828 | 184,722 |
| MUNICIPAL TAX | 26,531 | 26,147 |
| OFFICE EXPS & MAINTENANCE | 91,662 | 141,468 |
| PRINTING & STATIONERY | 1,333 | - |
| PRILIMINEARY EXPENSES | 2,023 | 2,023 |
| PROFESSIONAL TAX | 3,987 | 4,000 |
| PUBLIC ISSUE EXPENSES | 56,494 | 56,494 |
| TRAVELLING EXPENSES | 4,274 | - |
| DISCOUNT | 2,704 | - |
| Total .. | 851,713 | 758,620 |



M/S. PRABHAT INFOTECH
(Division of Gujarat Cotax Limited)
PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED ON 31ST MARCH'2015.

| EXPENDITURE | AS AT 31.03.15 | AS AT 31.03.14 | INCOME | AS AT 31.03.15 | AS AT 31.03.14 |
|------------------------|---------------------------|---------------------------|-------------------------------|---------------------------|---------------------------|
| To Staff Salary | 222,500 | 216,350 | By Education Fees | - | 80,000 |
| To Office Exps | 9,343 | 7,100 | By Commission from SMU | 1,780,583 | 1,730,095 |
| To Bank Commission | 1,548 | 2,538 | By Income Tax Refund Interest | - | 22,336 |
| To Computer Exps. | 2,500 | - | By Other Income | - | 1,790 |
| To Advertisement Exps. | - | 113,274 | | | |
| To SMU Charges | 303,358 | - | | | |
| To Bonus | - | 14,500 | | | |
| To Net Profit | 1,241,334 | 1,480,459 | | | |
| | 1,780,583 | 1,834,221 | | 1,780,583 | 1,834,221 |

As per our attached report of even date
For Adil Aibada & Associates,
Chartered Accountants

For and on behalf of Board
For GUJARAT COTEX LIMITED

(Aadil S. Aibada)
Proprietor
Membership No.045310
SURAT, 22.06.2015.

COMPANY SECRETARY

MANAGING DIRECTOR

DIRECTOR



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1. Corporate Information:

GUJARAT COTEX LIMITED is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of trading of Fabrics and Education of Students. The Company caters to domestic markets.

2. Summary of Significant Accounting Policies:

i) Basis of Accounting:

The financial statements are prepared under historical cost convention on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared Financial Statements to comply in all material respects with the Accounting Standards specified U/S 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules 2014.

The Accounting policies adopted in preparation in financial Statements are consistent with those of previous year.

ii) Use of Estimates :

The presentation of financial statements in conformity with Indian GAAP the management is required to make Judgements estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

iii) Revenue Recognition & other Accounting Policies:

(a) The Company recognize revenue on the sale of products when risks and rewards of the ownership is transfer to the customer. Sales are accounted net of amount recovered towards excise duty, Sales Tax and sales Returns.

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

(c) Services are accounted for pro-rata over the period of contract.

iv) Fixed Assets & Depreciation :

(a) Fixed Assets are stated at cost of acquisition / Construction, cost of improvement and any attributable cost of bringing the asset to its working condition for intended use or at revalued amounts wherever such assets have been revalued less accumulated depreciation.

(b) Depreciation on all assets are provided on Straight line basis as per the useful life prescribed in Schedule II of the Companies Act 2013

v) Intangible Assets and Amortization :

Intangible assets are measured at cost and written off 10% every year.

vi) Borrowing Cost :

As informed to us, there are no borrowing cost applicable to the Company.

vii) Foreign Currency Transactions:

As informed to us, there are "NO Foreign Currency Transactions".

viii) Employee Benefits

a) Short Term Employee Benefits:

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

b) Post-Employment Benefits:

i. Defined Contribution Plans: The Company's Statutory Provident Fund, Employees' Super-annuation Fund and Employee State Insurance Scheme are defined contribution plans. As informed to us No Such Benefits are applicable to the Company and hence No Such provisions are made.

ii. Defined Benefit Plan:

The Employees' Group Gratuity Fund is the Company's defined benefit plan for which Company has not taken Group Gratuity cum Life Insurance Policy from Life Insurance Corporation of India. As informed to us No Gratuity or any benefits are applicable to the Company and hence not provided..



ix) Taxation :

Income Tax comprises of Current Tax and net changes in Deferred Tax Assets or Liability during the period. Current Tax is determined as the amount of tax payable in respect of taxable income for the period as per the enacted Tax Regulations.

Deferred Tax Assets and Liabilities are recognized for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognized when it is reasonably certain that there will be future taxable income. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognized when it is virtually certain that there will be future taxable profit. Deferred Tax Assets and liabilities are measured using substantively enacted tax rates. The effect on Deferred Tax Assets and Liabilities of a change in tax rates is recognized in the Statement of Profit & Loss in the period of substantive enactment of the change

x) Valuation of Stock:

As informed to us Company has No Stock on Hand and hence Valuation is not Applicable..

xi) Leases:

No Assets acquired on Lease.

xii) Provision for Bad and Doubtful debts:

Provision is made in accounts for Bad and Doubtful Debts as and when the same in opinion of the Management are considered doubtful of recovery.

xiii) Liquidated Damages :

As informed to us there are No Liquidated Damages to the Company and hence no Provision made.

xiv) Impairment of Fixed Assets :

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

xv) Investment:

Long-term investments are carried at cost. Provision for diminution is not made to recognize a decline, in value of long-term investments and is determined separately for each individual investment.

xvi) Research & Development:

As informed to us there are No Research and Development Expenses incurred by the Company.

xvii) Provisions, contingent liabilities and contingent assets:

As informed to us there are Not required for such provisions and hence the same are not made by the Company. As inform to us some cases of Registrar of company are pending in Court, No Provision made for the same.

xviii) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash Equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

xix) Earnings per Share:

Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to the equity shareholders of the Company by weighted average number of equity shares outstanding during the period.



3. SHARE CAPITAL

| Particulars | As at 31.03.15 | As at 31.03.14 |
|--------------------------------------------------------------------------------|-------------------|-------------------|
| AUTORISED | | |
| 72,50,000 Equity Shares of ₹ 10/- Each. (Previous year 72,50,000) | 72500000 | 72500000 |
| ISSUED, SUBSCRIBED & PAID-UP | 71220000 | 71220000 |
| 71,22,000 (Previous year 71,22,000) Equity Shares of ₹ 10/- each fully paid up | | |
| | 71220000 | 71220000 |

3.1. Details of Shareholders holding more than 5% Share

| | As at 31.03.2015 | | As at 31.03.2014 | |
|---------------------------------|------------------|--------------|------------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| PRIYAVANDA SUDHIR PAREKH | 1041000 | 14.62 | 1041000 | 14.62 |
| KETAN SUDHIR PAREKH | 850000 | 11.93 | 850000 | 11.93 |
| CHETAN SHAILESH PAREKH | 815000 | 11.44 | 815000 | 11.44 |
| SHAILESH JAYANT PAREKH | 425000 | 05.97 | 425000 | 05.97 |

3.2 The reconciliation of the number of Shares outstanding is set out below

| | As at 31.03.2015 No. of Shares | As at 31.03.2014 No. of Shares |
|--------------------------------------------------------|--------------------------------------|--------------------------------------|
| Equity Shares outstanding at the beginning of the year | 71,22,000 | 71,22,000 |
| Add: Shares Issued during the year | — | — |
| Less : Shares bought back during the year | — | — |
| Equity Shares outstanding at the end of the year | 71,22,000 | 71,22,000 |

4. RESERVES & SURPLUS

| Particulars | As at 31.03.15 | As at 31.03.14 |
|----------------------|-------------------|-------------------|
| REVALUATION RESERVES | - | - |
| | - | - |

4.1. PROFIT & LOSS ACCOUNTS

| | | |
|------------------------------------------|-----------|-----------|
| PROFIT & LOSS ACCOUNT-OPENING BALANCE | 3,239,105 | 9,836,924 |
| ADD/LESS : (LOSS)/PROFIT DURING THE YEAR | 1,116,700 | 398,589 |
| | 2,122,405 | 9,438,335 |
| LESS : REVALUATION RESERVES | - | 6,199,230 |
| | 2,122,405 | 3,239,105 |

5. Long Term Borrowings:

The Company is not obtaining "Long Term Borrowings" from any Institutions.



5.1 Interest Rate Profile of Term Loans & Deposits :

Interest Rate Profile of Term Loans & Deposits are Not Applicable to the Company.

6. Deferred Tax Liabilities (Net):

Not Provided.

7. Long Term Provisions :

Long Term Provisions are not Obtained.

8. Trade Payables

| Particulars | As at 31.03.15 | As at 31.03.14 |
|-----------------------|-------------------|-------------------|
| Others Trade Payables | 19,139,697 | 49,873,016 |
| Total | 19,139,697 | 49,873,016 |

8.1 The Company has not received information from vendors regarding their status under the Micro Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given. This has been relied upon by the Auditors.

9 Other Current Liabilities :

| Particulars | As at 31.03.15 | As at 31.03.14 |
|-----------------|-------------------|-------------------|
| Others Payables | - | - |
| Total | - | - |

10. Short Term Provisions:

Short Term Provisions are not Provided.

11. Short Term Borrowings:

All borrowings are from Directors. All borrowings are Unsecured borrowings.

12. Long Term Borrowings:

Car Loan taken from ICICI Bank Ltd against the Hypothecation of Motor Car.

13. Non – Current Investments:

Company invested in Shares of Public Limited Company. The details of Investments are Short Term Provisions are not Provided.

| Sl No. | Name of the Company | Amount (Rs.) |
|--------|----------------------------------------------------|--------------|
| (a) | Sonpal Cement Ltd.(formerly known as Ami Urga Ltd) | 5040000.00 |
| (b) | Gujarat Cotex Finlease Ltd. | 2435000.00 |

We have been informed by the Company that both Company's Shares not Quoted in Stock Exchange.

14. Inventories:

Company is dealing in wholesale trading business. We have been informed that the quality of Purchase is sold to the Party and hence no stock of goods. The details of Quality Purchase and sold are as below.

| Purchase-Quantity | Sales-Quantity | Stock |
|---------------------|---------------------|-------|
| 633176.20 (In Mts.) | 633176.20 (In Mts.) | Nil |
| 1755.70(In kgs) | 1755.70(In kgs) | |



15. Trade Receivables :

All Trade Receivables are Unsecured. The details of Trade Receivables –

| Particulars | Amount (Rs.) |
|----------------------|-------------------|
| Exceeding Six months | 36,810,547 |
| Below Six months | 25,022,849 |
| Total | 61,833,396 |

16. Cash And Cash Equivalents:

All Bank Balances are verified and tallied by the management. All Cash are with the Managing Directors and verified by the management only.

17. Short Term Loans and Advances:

As informed to us, advances given for purchase of material or some asset and Income Tax Deducted by the Party for our payments.

18. Revenue from Operation:

The Company is doing wholesale trading business. Revenue is recognized as and when material received by the party.

19. Other Income:

Dividend, are included in other Income .

20. Employee Benefits:

We have been informed that employees are paid Salary which includes all benefits. No Separate Benefits are paid.

21. Auditors Remunerations:

| Particulars | Financial Year 2014-2015 | Financial Year 2013-2014 |
|---------------|-----------------------------|-----------------------------|
| Audit Fees | 15000.00 | 15000.00 |
| Other Charges | — | — |

22. Expenditure and Earnings in Foreign Exchange:

As informed to us – No Earnings or Expenditure in Foreign Exchange during the year under Audit.

23. Earning per Shares:

| Particulars | Financial Year 2014-2015 | Financial Year 2013-2014 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| Profit after Taxation As per Profit and Loss Account | 1,116,700 | 398,589.00 |
| Weighted average numbers of Equity Shares Outstanding. | 71,22,000 | 71,22,000 |
| Basic and Diluted Earning per Shares (Face Value – ₹ 10/- per Shares) | 0.016 | 0.006 |



24. Segment Reporting:

The Company operates in two segment (i) wholesale Trading in Fabrics and (ii) Education Business. The Company earn Commission from Shikim Manipal University for their Education Business. The Revenue result of two segments are as below:

| | (Rs. In Lacs) | | |
|------------------------------|------------------|--------------------|---------------|
| Revenue | Trading Business | Education Business | Total |
| Sales/Fee | 378.46 | 17.81 | 396.27 |
| Other Income | 00.00 | - | 00.00 |
| | 378.46 | 17.81 | 396.27 |
| Expenses | | | |
| Purchases | 365.12 | - | 365.12 |
| Employee Benefit | 1.82 | 2.23 | 4.05 |
| Financial Charges | 1.04 | - | 1.04 |
| Other Expenses | 8.57 | 3.17 | 11.74 |
| Depreciation | 3.15 | - | 3.15 |
| | 379.70 | 5.40 | 385.10 |
| Net Profit (Net Loss) | (1.24) | 12.41 | 11.17 |

Particulars of Segments for Assets are :

| | (Rs. In Lacs) | |
|--------------------|------------------|--------------------|
| Assets | Trading Business | Education Business |
| Loans and Advances | 7.17 | 3.43 |
| Cash | 9.02 | 0.68 |
| Bank | 0.71 | 0.18 |

Particulars of segment for Liabilities: - No Liabilities in Education Business.

25. Related party Disclosures as required by AS-18 are given below.

Directors are related in Company namely Prabhat Oil Ltd.

Common Director in Gujarat Co-tex Ltd and Prabhat Oil Ltd – are Shri Shailesh J Parekh, Smt. Priyavanda S. Parekh, Shri Chetan S. Parekh and Smt. Sonal D. Sheth.

NOTE : Related party relationship on the basis of the requirements of Accounting Standard (AS) 18 as identified and Certified by the Management and relied upon by the Auditors.

As per our attached report of even date
For Adil Aibada & Associates,
Chartered Accountants

For and on behalf of Board
For GUJARAT COTEX LIMITED

(Aadil S. Aibada)
Proprietor
Membership No.045310

MANAGING DIRECTOR

SURAT, 22.06.2015.

COMPANY SECRETARY

DIRECTOR



Standalone Balance Sheet for period 01/04/2014 to 31/03/2015
[100400] Cash flow statement, indirect

Unless otherwise specified, all monetary values are in INR

| | 01.04.2014 to 31.03.2015 |
|------------------------------------------------------------------------------------------------------------|--------------------------------|
| Opening Cash /Bank Balance | 4,237,856 |
| Statement of cash flows [Abstract] | - |
| Cash flows from used in operating activities [Abstract] | - |
| Profit before extraordinary items and tax | 1,116,700 |
| Adjustments for reconcile profit (loss) [Abstract] | - |
| Adjustments to profit (loss) [Abstract] | - |
| Adjustments for finance costs | - |
| Adjustments for depreciation and amortisation expense | 315,181 |
| Adjustments for impairment loss reversal of impairment loss recognised in profit or loss | - |
| Adjustments for unrealised foreign exchange losses gains | - |
| Adjustments for dividend income | - |
| Adjustments for share-based payments | - |
| Other adjustments for which cash effects are investing or financing cash flow | - |
| Other adjustments to reconcile profit (loss) | - |
| Other adjustments for non-cash items - Preliminary Expenses | 58,517 |
| Share of profit and loss from partnership firm or association of persons or limited liability partnerships | - |
| Total adjustments to profit (loss) | - |
| Adjustments for working capital [Abstract] | - |
| Adjustments for decrease (increase) in inventories | - |
| Adjustments for decrease (increase) in trade receivables | 23,177,812 |
| Adjustments for decrease (increase) in other current and non-current assets | 3,714,460 |
| Adjustments for increase (decrease) in trade payables | (30,733,319) |
| Adjustments for increase (decrease) in other current and non-current liabilities | (125,769) |
| Adjustments for provisions | - |
| Total adjustments for working capital | - |
| Total adjustments for reconcile profit (loss) | - |
| Net cash flows from (used in) operations | 1,761,438 |
| Dividends received | - |
| Interest paid | - |
| Interest received | - |
| Income taxes (paid) refund | - |
| Other inflows (outflows) of cash | - |
| Net cash flows from (used in) operating activities before extraordinary items | 1,761,438 |
| Proceeds from extraordinary items | - |
| Payment for extraordinary items | - |
| Net cash flows from (used in) operating activities | 1,761,438 |
| Cash flows from used in investing activities [Abstract] | - |
| Cash flows from losing control of subsidiaries or other businesses | - |



| | |
|---------------------------------------------------------------------------------------------------------------------|-----------|
| Cash flows used in obtaining control of subsidiaries or other businesses | - |
| Other cash receipts from sales of equity or debt instruments of other entities | - |
| Other cash payments to acquire equity or debt instruments of other entities | - |
| Other cash receipts from sales of interests in joint ventures | - |
| Other cash payments to acquire interests in joint ventures | - |
| Cash receipts from share of profits of partnership firm or association of persons or limited liability partnerships | - |
| Cash payment for investment in partnership firm or association of persons or limited liability partnerships | - |
| Proceeds from sales of tangible assets | - |
| Purchase of tangible assets | (441,080) |
| Proceeds from sales of intangible assets | - |
| Purchase of intangible assets | - |
| Cash advances and loans made to other parties | - |
| Cash receipts from repayment of advances and loans made to other parties | - |
| Cash payments for future contracts, forward contracts, option contracts and swap contracts | - |
| Cash receipts from future contracts, forward contracts, option contracts and swap contracts | - |
| Dividends received | - |
| Interest received | - |
| Income taxes (paid) refund | - |
| Other inflows (outflows) of cash | - |
| Proceeds from government grants | - |
| Net cash flows from (used in) investing activities before extraordinary items | - |
| Proceeds from extraordinary items | - |
| Payment for extraordinary items | - |
| Net cash flows from (used in) investing activities | - |
| Cash flows from used in financing activities [Abstract] | - |
| Proceeds from issuing shares | - |
| Proceeds from issuing other equity instruments | - |
| Proceeds from issuing debentures notes bonds etc | - |
| Proceeds from borrowings | - |
| Repayments of borrowings | (260,534) |
| Dividends paid | - |
| Interest paid | - |
| Income taxes (paid) refund | - |
| Other inflows (outflows) of cash | - |
| Net cash flows from (used in) financing activities before extraordinary items | - |
| Proceeds from extraordinary items | - |
| Payment for extraordinary items | - |
| Net cash flows from (used in) financing activities | - |
| Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes | - |
| Effect of exchange rate changes on cash and cash equivalents [Abstract] | - |
| Effect of exchange rate changes on cash and cash equivalents | - |
| Net increase (decrease) in cash and cash equivalents | - |
| Cash and cash equivalents cash flow statement at end of period | 1,059,824 |



[200100] Notes - Share capital

Disclosure of shareholding more than five per cent in company [Table]

Unless otherwise specified all monetary values are in INR

| Classes of share capital [Axis] | Equity Shares 1 [Member] | | | |
|---------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Name of shareholder [Axis] | Shareholder 1 [Member] | | Shareholder 2 [Member] | |
| | 01.04.2014 to 31.03.2015 | 01.04.2013 to 31.03.2014 | 01.04.2014 to 31.03.2015 | 01.04.2013 to 31.03.2014 |

Disclosure of shareholding more than five per cent in company [Abstract]

Disclosure of shareholding more than five per cent in company [LineItem]

| Type of Share | Equity | Equity | Equity | Equity |
|------------------------------------------------------|--------------------------|--------------------------|----------------------|----------------------|
| Name of Shareholder | Priyavanda Sudhir Parekh | Priyavanda Sudhir Parekh | Ketan Sudhir Parekh | Ketan Sudhir Parekh |
| PAN of shareholder | AEBPP4567N | AEBPP4567N | AFSPP8274L | AFSPP8274L |
| Country of incorporation or residence of shareholder | INDIA | INDIA | INDIA | INDIA |
| Number of shares held in company | [shares] 10,41,000 | [shares] 10,41,000 | [shares] 8,50,000 | [shares] 8,50,000 |
| Percentage of shareholding in company | 14.00% | 14.00% | 14.00% | 14.00% |

As per our attached report of even date
For Adil Aibada & Associates,
Chartered Accountants

For and on behalf of Board
For GUJARAT COTEX LIMITED

(Aadil S. Aibada)
Proprietor
Membership No.045310

MANAGING DIRECTOR

SURAT, 22.06.2015.

COMPANY SECRETARY

DIRECTOR

GUJARAT COTEX LIMITED

REGISTERED OFFICE : CASSIS, 702 GARDEN CITY, OPP.SAMARVANI PANCHAYAT, KHANVEL ROAD, SILVASSA, 396230

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name of the member : _____ No. of Shares held : _____

Registered Folio No. : _____ DP ID NO. : _____

Client ID No. : _____

(Please write your name in BLOCK Letter)

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company Scheduled to be held on Tuesday the 30th September, 2014 at the Registered Office of the Company at Cassis, 702 Garden City, Opp. Samarvani Panchayat, Khanvel Road, Silvassa - 396230 at 11.00 a.m.

Members/Proxy's Signature

(To be signed at the time of handing over this slip)

NOTES :

- Members/Proxy holders are requested to bring their copy of the Annual Report with them at the meeting.
- Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

----- Tear Here -----

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

Name of the company : Gujarat Cotex Limited

Registered office : Cassis, 702 Garden City, Opp. Samarvani Panchayat, Khanvel Road, Silvassa - 396230

CIN : L17119DN1996PLC000116

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 : _____ or failing him

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, 2014 at 11.00 A.M. at Cassis, 702 Garden City, Opp. Samarvani Panchayat, Khanvel Road, Silvassa - 396230 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1 Appointment of Shri Bhavik Nehal Shah as an Independent Director

Resolution No. 2 Shifting of registered office from Union Territory of Dadar and Nagar Haveli to State of Gujarat

Resolution No. 3 Approval on Related Party Transactions

Signed this _____ day of _____ 2014

Signature of shareholders _____

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 commencement of the meeting.

Affix
Revenue
Stamp

Signature of Proxy holder(s)

TO,

If undelivered, please return to :



GUJARAT COTEX LIMITED

Where Information, Innovation and Technology are the Key words

CIN : L17119DN1996PLC000116

Registered Office :

Cassis, 702 Garden City, Opp. Samarvani Panchayat, Khanvel Road, Silvassa - 396230

FORM A

FORMAT OF COVERING LETTER OF ANNUAL AUDIT REPORT TO BE FILED WITH STOCK EXCHANGE

| | | |
|---|-----------------------------------------|---------------------------------------------------------------------------------|
| 1 | Name of company | Gujarat Cotex Limited |
| 2 | Annual Financial results for year ended | 31 st March 2015 |
| 3 | Type of Audit Observation | Un qualified/matter of Emphasis |
| 4 | Frequency of observation | Weather appeared first time / repetitive/since how long period : Not Applicable |
| 5 | To be signed by | |
| | GEO/Managing Director | <i>S.J. Amin</i> |
| | CFO | <i>N. Shah</i> |
| | Auditor of company | <i>Adar</i> |
| | Audit Committee Chairman | <i>AP. K.</i> |

