



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

June 22, 2023

Security Code : 532957  
Security ID : GOKAKTEX

**Subject: Annual Report of the Company for the financial year 2022-23.**

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith 17th Annual Report of the Company for the Financial Year 2022-23.

The Annual Report for the Financial Year 2022-23 is also available on the website of the Company, [www.gokaktextiles.com](http://www.gokaktextiles.com)

Yours faithfully,  
For Gokak Textiles Limited

Rakesh M. Nanwani  
Company Secretary & Compliance Officer

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## GOKAK TEXTILES LIMITED

**Registered Office:** #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bengaluru - 560 098  
Telephone No. : +91 80 29744077 / 29744078 / 29744066, [www.gokaktextiles.com.com](http://www.gokaktextiles.com.com)  
GSTIN: 29AACCG8244P1ZX CIN: L17116KA2006PLC038839

# GOKAK TEXTILES LIMITED



**17<sup>th</sup> Annual Report**  
**2022 - 2023**



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**Seventeenth Annual General Meeting of Gokak Textiles Limited will be held on Friday, July 14, 2023 at 12.00 Noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

The Annual Report can be accessed at [www.gokaktextiles.com](http://www.gokaktextiles.com)

The General Circulars issued by the Ministry of Corporate Affairs (MCA) Nos. 14/2020, read with 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 and Circular No. 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 and Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively, permits the holding of AGM through VC/OAVM and sending of the Annual Report (including the Notice of Annual General Meeting) to Members through electronic mode only. No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2022 -23.

Directors	: Vinod J. Bhandawat - Non-Executive Director & Chairman D. G. Prasad - Independent Director Pradip N. Kapadia - Independent Director Nikhil J. Bhatia - Independent Director Tripti J. Navani - Non-Executive Director Ramesh R. Patil - Chief Executive Officer & Managing Director
Chief Financial Officer	: Vipin Kumar Sharma
Company Secretary & Compliance Officer	: Rakesh M. Nanwani
Statutory Auditors	: Batliboi & Purohit, Chartered Accountants
Bankers	: Standard Chartered Bank
Registrars And Share Transfer Agents	: TSR Consultants Private Limited (Formerly known as TSR Darashaw Consultants Limited) Unit: Gokak Textiles Ltd. C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai – 400 083. Tel: +91 22 6656 8484, Fax: +91 22 6656 8494 Email: <a href="mailto:cgs-unit@tcplindia.co.in">cgs-unit@tcplindia.co.in</a> Website: <a href="http://www.tcplindia.co.in">www.tcplindia.co.in</a>
Branch	: TSR Consultants Private Limited C/o. Mr. D. Nagendra Rao “Vaghdevi” 543/A, 7 <sup>th</sup> Main 3 <sup>rd</sup> Cross, Hanumanthnagar Bengaluru – 560019
Mills	: Gokak Falls - 591308 (District: Belagavi, Karnataka)
Knitwear Unit	: Bagalkot Road, Village Marihal – 591 167 Dist: Belagavi, Karnataka
Registered Office	: #1, 2 <sup>nd</sup> Floor, 12 <sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098 Email: <a href="mailto:secretarial@gokaktextiles.com">secretarial@gokaktextiles.com</a> Website: <a href="http://www.gokaktextiles.com">www.gokaktextiles.com</a>
CIN	: L17116KA2006PLC038839
GSTIN	: 29AACCG8244P1ZX

## NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the Members of Gokak Textiles Limited will be held on Friday, July 14, 2023 at 12.00 Noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon:

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.

#### 2. Appointment of a Director

To appoint a Director in place of Ms. Tripti Navani (DIN:08190106), who retires by rotation at this Annual General Meeting and being eligible offers herself, for re-appointment.

### SPECIAL BUSINESS

#### 3. Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2023-24.

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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the payment of remuneration of Rs. 1.50 lakhs (Rupees One Lakh Fifty Thousand Only) plus out of pocket expenses and taxes as applicable payable to Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts of the Company for the financial year ending March 31, 2024 be and is hereby confirmed, approved and ratified.

**Resolved further that** the Board of Directors of the Company (including any duly constituted Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 4. Approval for providing loan(s)/inter-corporate deposits to Gokak Power & Energy Limited (the “subsidiary company”) under section 185 of the Companies Act, 2013:

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

**“Resolved that** pursuant to the provisions of Section 185, and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”), which expression shall also include any Committee of the Board and / or Authorised Representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution for advancing Inter-Corporate Deposit(s)/loan(s) upto an amount not exceeding Rs. 80 crores (Rupees Eighty Crores) outstanding at any point of time, including loan represented by way of Book Debt (the “Loan”) in one or more tranches to Gokak Power & Energy Limited (the “Subsidiary Company”), being entity covered under

the category of 'a person in whom any of the directors of the company is interested' as specified in the explanation to Subsection 2 of the said Section on such terms and conditions, including interest and tenure as may be decided by the Board in the interest of the Company;

**Resolved further that** the Board be and is hereby authorised to finalise, sanction and disburse the said loan(s) and execute such agreements, documents and writings / instruments and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

**Resolved further that** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed."

**5. Authority to the Board of Directors to Grant Loans/Advances to Gokak Power & Energy Limited (the "subsidiary company") under section 186 of the Companies Act, 2013:**

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

**"Resolved that** pursuant to the provisions of Section 186, and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), which expression shall also include any Committee of the Board and / or Authorised Representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution for advancing Inter-Corporate Deposit(s)/loan(s) upto an amount not exceeding Rs. 80 crores (Rupees Eighty Crores) including loan represented by way of Book Debt (the "Loan") in one or more tranches to Gokak Power & Energy Limited (the "Subsidiary Company") outstanding at any point of time and on such terms and conditions, including interest and tenure as may be decided by the Board in the interest of the Company;

**Resolved further that** the Board of Directors and Chief Financial Officer of the Company and be and is hereby authorised to take all decisions and necessary steps from time to time, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**6. Approval of Material Related Party Transactions with Gokak Power & Energy Limited, the Subsidiary Company:**

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

**"Resolved that** pursuant to the provisions of Section 188, and other applicable provisions of the Companies Act, 2013 read with Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), which expression shall also include any Committee of the Board and / or Authorised Representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution to grant loans/ advances/ Inter-Corporate Deposit(s) including loan represented by way of Book Debt, in one or more tranches (including any modifications, alterations or amendments thereto) to Gokak Power & Energy Limited (the "Subsidiary Company" and a related party entity, within the meaning of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) upto

an aggregate amount not exceeding Rs. 80 crores (Rupees Eighty Crores) outstanding at any point of time and on such terms and conditions, including interest and tenure as may be decided by the Board in the interest of the Company. This amount of Rs. 80 crores either individually or all taken together exceeds ten percent of the turnover of the Company/ ten per cent of the annual consolidated turnover of the Company as per audited financial statement for the FY 2022-23.

**Resolved further that** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and agree and to make such modification (s) and alternation (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto.

**Resolved further that** the Board be and is hereby authorized to delegate all or any of the powers conferred on to it by or under this resolution to any Committee of Directors of the Company as it may consider appropriate in order to give effect to this resolution.”

**Registered Office:**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar,  
Bengaluru 560 098  
Ph:+91 80 2974 4077, +91 80 2974 4078  
Email: [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com)  
CIN: L17116KA2006PLC038839  
Website: [www.gokaktextiles.com](http://www.gokaktextiles.com)

**By Order of the Board of Directors**

**Ramesh R. Patil**

Chief Executive Officer & Managing Director

DIN: 07568951

**Gokak Falls, May 26, 2023**



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR), in respect of Director seeking re-appointment at the Annual General Meeting (AGM) is annexed as Annexure to this Notice.
2. This AGM is convened through Video Conferencing (VC/Other Audio-Visual Means (OAVM) pursuant to General Circular issued by the Ministry of Corporate Affairs (MCA) circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 May 5, 2022 and December 28, 2022 respectively and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/ CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively and all other relevant circulars issued from time to time by MCA and SEBI, which allow the companies to hold AGMs through VC/OAVM. The deemed venue of the AGM shall be registered office of the Company.

In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of the AGM alongwith the Annual Report for the Financial Year 2022 - 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2022 – 23. Notice and Annual Report for the Financial Year 2022-2023 are also available on the website of the Company [www.gokaktextiles.com](http://www.gokaktextiles.com)

**Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with TSR Consultants Private Limited (RTA) at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com), by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/ update their email address with the relevant Depository Participants.**

3. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through remote e-voting.
4. Institutional / Corporate Members are requested to send to the Company a scanned copy (PDF/JPEG format) of certified Authorisation /Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorised to participate in the AGM through VC/OAVM on their behalf and to vote through remote e-voting to the Scrutinizer by email to [kiran@kdsh.co.in](mailto:kiran@kdsh.co.in) with copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com)
5. **The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 08, 2023 to Friday, July 14, 2023 (both days inclusive).**
6. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.
7. Members are requested to update their email address with Depository Participant/Company to enable us to send Annual Report and other communications electronically.
8. As per Regulation 40 of SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023 issued in supersession of earlier circulars nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021 has mandated all the listed companies to record the PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical shares/securities. The Company has vide its circulars dated February 5, 2022 and May 24, 2023 requested all the shareholders holding shares in physical form to complete updation of PAN, KYC details and Nomination failing which the Ledger Folios of non-compliant shareholders will be frozen as per the above circular on or after October 1, 2023.

Members can contact the Company or Company's Registrars and Transfer Agents, TSR Consultants Private Limited ('TSRCPL') for assistance in this regard. The Forms for updation of PAN, KYC, bank details and Nomination are available on the Company's website, [www.gokaktextiles.com](http://www.gokaktextiles.com)

9. Members desiring any additional information / clarification on the Financial Statements, or any other matter to be placed at the AGM are requested to send such requests at the earliest through email on [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) on or before July 07, 2023. The same will be replied by the Company suitably at the AGM. The members should mention their name, demat account number/folio number, email id, mobile number while sending the email.
10. Members desiring inspection of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act during the AGM may send their request in writing to the company [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) by July 07, 2023.
11. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 17<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 17<sup>th</sup> AGM.
14. Members may join the 17<sup>th</sup> AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the 17<sup>th</sup> AGM and 15 minutes after the scheduled time to start the 17<sup>th</sup> AGM.
15. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 17<sup>th</sup> AGM without any restriction on account of first-come first- served principle.

#### **16. E-Voting**

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means, through e-Voting Services provided by National Securities Depository Limited (NSDL). Those Members participating in the AGM through VC/OAVM Facility and who have not cast their vote by remote e-voting shall be able to exercise their right to vote through e-voting system during the AGM.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.

III. **The remote e-voting period commences on Tuesday, July 11, 2023 (9:00 am) (IST) and ends on Thursday, July 13, 2023 (5:00 pm) (IST).** During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 07, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>
	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose **email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kiran@kdsh.co.in](mailto:kiran@kdsh.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Falguni Chakraborty at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 **(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join Meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, PAN, mobile number at [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com) between July 03, 2023 (9.00 A.M. IST) to July 10, 2023 (5.00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views during the AGM. The Company reserves the right to restrict the number of speakers depending on available of time for the AGM.

**A. Other Instructions:**

- I. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 07, 2023 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date i.e. July 07, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
- IV. Mr. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- V. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 17<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system.



- After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be disabled by NSDL for voting after 15 minutes of conclusion of meeting.
- VI. The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of AGM.

**ANNEXURE TO NOTICE**

Statement Pursuant to Section 102 (1) of the Companies Act, 2013

**The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of the Annual General Meeting (AGM):**

**Item No.3**

This explanatory statement is provided though not required as per section 102 of the Companies Act, 2013.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315) as cost auditor of the Company at a remuneration of Rs. 1.50 lakhs plus out of pocket expenses and taxes as applicable for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act), read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No.3 of the Notice.

The Board recommends the passing of Ordinary Resolution at Item No. 3 of the accompanying Notice in the interests of the Company.

**Item No.4**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018. In terms of the substituted Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

Gokak Power & Energy Limited is a subsidiary of Gokak Textiles Limited. Mr. Ramesh R. Patil, Mr. Vinod Bhandawat, Mr. Pradip Kapadia and Mr. Nikhil Bhatia are Directors on the Board of both the Companies, accordingly the aforesaid loan transaction requires prior approval of the Members of the Company by way of a Special Resolution in compliance with the provisions of Section 185 of the Companies Act, 2013.

The Board of Directors of the Company at its Meeting held on November 09, 2022 decided to seek prior approval of the shareholders to advance any loan/Inter-corporate deposit including any loan represented by a book debt to Gokak Power & Energy Limited (the "Subsidiary Company") having common Directors, in which the Directors of the Company are interested / deemed to be interested, as and when required, upto an aggregate amount not exceeding Rs. 80 crores (Rupee Eighty Crores), outstanding at any point of time and on such terms and conditions including interest and tenure as may be decided by the Board in the interest of the Company.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of the Company to provide such loan through deployment of funds out of internal resources /accruals and / or any other appropriate sources including borrowings, from time to time on such terms and conditions including interest and tenure, as they may deem necessary in the best interest of the Company. The rate of interest would be 11.50% per annum calculated on arm's length basis.

The Members are also requested to approve all the actions, decisions and approvals accorded by the Audit Committee and the Board of Directors of the Company in connection with the transaction.

Except, for the common Directors mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are in any way, financially or otherwise, concerned or interested in the resolution Item No.4 of the Notice.

The Board recommends the passing of Special Resolution at Item No. 4 of the accompanying Notice in the interests of the Company.

#### **Item No.5**

The Company intends to grant loans/ advances/ Inter-Corporate Deposit(s) including any loan represented by a book debt to the Gokak Power & Energy Limited (the "Subsidiary Company") upto an aggregate amount not exceeding Rs. 80 crores (Rupees Eighty Crores) outstanding at any point of time and on such terms and conditions, including interest and tenure as may be decided by the Board in the interest of the Company.

The Board of Directors of the Company at its Meeting held on November 09, 2022 decided to seek prior approval of the shareholders to advance any loan/Inter-corporate deposit including any loan represented by a book debt to Gokak Power & Energy Limited (the "Subsidiary Company") as and when required, upto an aggregate amount not exceeding Rs. 80 crores (Rupee Eighty Crores), outstanding at any point of time and on such terms and conditions including interest and tenure as may be decided by the Board in the interest of the Company.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of the Company to provide such loan through deployment of funds out of internal resources /accruals and / or any other appropriate sources including borrowings, from time to time on such terms and conditions including interest and tenure, as they may deem necessary in the best interest of the Company. The rate of interest would be 11.50% per annum calculated on arm's length basis.

In terms of provisions of Section 186 of Companies Act, 2013 and rules thereunder the company shall not directly or indirectly give any loan to any person or body corporate or give guarantee or security or acquire by way of subscription exceeding i) 60% (Sixty Percent) of its paid-up share capital, free reserves and securities premium account or ii) 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

As the Company exceeds the Limits as provided under provisions of the act it requires Members approval.

Therefore the consent of members are being sought by way of special resolution to give loan to the above mentioned company as it exceeds the limit specified under section 186 of the Companies Act, 2013.

Except, for the common Directors as mentioned in explanatory statement of item no. 4, none of the other Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are in any way, financially or otherwise, concerned or interested in the resolution Item No.5 of the Notice.

The Board recommends the passing of Special Resolution at Item No. 5 of the accompanying Notice in the interests of the Company.

#### **Item No.6**

As per the provisions of section 188 of the Companies Act, 2013 dealing with Related Party Transactions, the Company is required to obtain prior approval of the Board and in the event that the transaction value exceeds the threshold limits set out in the said section read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, then the Company is required to obtain prior approval of the members of the Company.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires approval of the Members through ordinary resolution for all material related party transactions.

The Board of Directors of the Company, subject to the approval of the Members and subject to such other approvals as may be required, proposes to grant/advance loan to Gokak Power & Energy Limited (the “Subsidiary Company” and a related party entity, within the meaning of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) upto an aggregate amount not exceeding Rs. 80 crores (Rupees Eighty Crores) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial and in the interest of the Company. This amount of Rs. 80 crores either individually or all taken together exceeds ten percent of the turnover of the Company/ ten per cent of the annual consolidated turnover of the Company as per audited financial statement for the FY 2022-23.

The proposed transaction alongwith the existing transaction will be considered material transactions and the value of which together with all the existing transactions is estimated to exceed ten percent of the turnover of the Company/ ten per cent of the annual consolidated turnover of the Company as per audited financial statement for the FY 2022-23.

The particulars of transactions pursuant to the provisions of section 188 of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

<b>a.</b>	<b>Name of Related Party</b>	<b>Gokak Power &amp; Energy Limited (GPEL)</b>
b.	Nature of Relationship	Gokak Power & Energy Limited is Subsidiary of Gokak Textiles Limited.
c.	Shareholding, if any, in the entity with whom the transactions is proposed	Gokak Textiles holds 51% of the paid-up equity share capital of Gokak Power & Energy Limited.
d.	Name of the director or key managerial personnel who is related	Mr. Ramesh R. Patil, Mr. Vinod Bhandawat, Mr. Pradip Kapadia and Mr. Nikhil Bhatia being common Directors may be deemed to be interested.
e.	Nature, material terms, monetary value and particulars of the contract or arrangement	The proposed transaction is in the nature of Loan/advance/Inter-Corporate Deposit/Book Debt. The total estimated cumulative contract value is not exceeding Rs. 80 crores (Rupees Eighty Crores) outstanding at any point of time and on such terms and conditions, including interest and tenure as may be decided by the Board in the interest of the Company.

The loan, rate of interest and the amounts to be charged for the services are fixed after considering all the relevant factors and are on arms length basis. The Company intends grant loan/advance/book debt to Gokak Power & Energy Limited as the Company is taking over subsidiary Company's liability to the ultimate holding Company. The above transactions have prior approval of the Audit Committee as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have recommended the same for the approval of the Members.

In view of the above, it is proposed to seek approval of the Members through an Ordinary Resolution for the above referred proposed transactions under the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and related parties shall abstain from voting on the resolution set out at Item No.6.

Except, for the common Directors mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are in any way, financially or otherwise, concerned or interested in the resolution Item No.6 of the Notice.

The Board recommends the passing of Ordinary Resolution at Item No. 6 of the accompanying Notice in the interests of the Company.

**Registered Office:**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar,  
Bengaluru 560 098  
Ph:+91 80 2974 4077, +91 80 2974 4078  
Email: [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com)  
CIN: L17116KA2006PLC038839  
Website: [www.gokaktextiles.com](http://www.gokaktextiles.com)

**By Order of the Board of Directors**

**Ramesh R. Patil**  
Chief Executive Officer & Managing Director  
DIN: 07568951  
**Gokak Falls, May 26, 2023**

Details of Directors whose re-appointment is proposed at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of Director</b>	Ms. Tripti Navani					
<b>Director Identification Number (DIN)</b>	08190106					
<b>Date of Birth</b>	November 29, 1985					
<b>Date of first Appointment</b>	August 01, 2018					
<b>Qualification</b>	Bachelors in Banking & Finance – BBI and MBA (Finance)					
<b>Relationships between directors inter-se</b>	Not related to any Director of the Company					
<b>Expertise in specific functional Areas</b>	Ms. Tripti Navani has over 17 years of experience in finance and strategy planning and has worked in organisations like Citi, Kotak Mahindra and Indostar. She is a MBA in Finance and presently working with Shapoorji Pallonji Finance since May 2014.					
<b>List of other Public Companies in which Directorship</b>	NIL					
<b>Chairmanship*/ Membership of the Committees of Board (includes only Audit Committee and Stakeholders Relationship Committee) of other Indian Public Companies</b>	NIL					
<b>Attendance at the Board Meeting in the Financial Year 2022-2023</b>	<table border="1"> <tr> <td><b>No. of Meetings held</b></td> <td><b>No. of Meetings held</b></td> </tr> <tr> <td>4</td> <td>4</td> </tr> </table>	<b>No. of Meetings held</b>	<b>No. of Meetings held</b>	4	4	
<b>No. of Meetings held</b>	<b>No. of Meetings held</b>					
4	4					
<b>Details of remuneration</b>	Except for payment of sitting fees for attending meetings of the Board and Committee, no other remuneration is paid / payable.					
<b>No. of Shares held in the Company</b>	NIL					

**Registered Office:**

#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross, Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar,  
Bengaluru 560 098  
Ph:+91 80 2974 4077, +91 80 2974 4078  
Email: [secretarial@gokaktextiles.com](mailto:secretarial@gokaktextiles.com)  
CIN: L17116KA2006PLC038839  
Website: [www.gokaktextiles.com](http://www.gokaktextiles.com)

**By Order of the Board of Directors**

**Ramesh R. Patil**  
Chief Executive Officer & Managing Director  
DIN: 07568951  
**Gokak Falls, May 26, 2023**

## Report of Board and Management Discussion & Analysis

Dear Members,

The Board of Directors (hereinafter referred to as “the Board”) hereby submits the report of the business and operations of the Company along with the Audited Financial Statements of the Company for the Financial Year (FY) ended March 31, 2023. The consolidated performance of the Company and its subsidiary has been referred to wherever required.

### Financial Results and Highlights of Performance

The Company’s performance, as per Indian Accounting Standards (IND AS), during the Financial Year under review is summarized as follows:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 22-23	FY 21-22	FY 22-23	FY 21-22
Revenue From Operations and Other Income (Total Revenue)	8,264.67	12,411.53	8,790.15	13,017.28
Exceptional Income (Insurance Claim and full waiver of interest on ICD)	3,091.06	0	3,303.42	0
Earnings before Interest, Depreciation Exceptional/ Extraordinary items and Taxation (EBIDT)	(1,779.75)	(1,265.64)	(1,069.75)	(351.94)
Profit / (Loss) after Interest and before Depreciation Exceptional/Extraordinary items and Tax	(2,228.74)	(2,717.89)	(2,069.09)	(2,503.05)
Depreciation	503.50	540.74	608.36	645.32
Profit Before Tax (PBT)	358.82	(3,258.63)	625.97	(3,148.37)
Profit after tax (PAT) Owners of the Company	358.82	(3,258.63)	543.18	(2,884.30)
Profit after tax (PAT) Non-Controlling Interest	-	-	82.79	(264.07)
Other Comprehensive Income	66.60	27.71	64.69	33.70
Total Comprehensive income attributable to owners of the Company	425.42	(3,230.92)	608.81	(2,853.54)
Total Comprehensive income attributable to Non-Controlling Interest	-	-	81.85	(261.13)

Note : The above figures are extracted from Standalone and Consolidated Financial Statements as per Indian Accounting Standard (“IND AS”) and are prepared in accordance with the principles stated therein as prescribed by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 (“Act”) read with relevant rules issued therein.

### Management Discussion & Analysis of Financial Conditions, Results of Operations and State of Company Affairs

#### General Performance and Outlook

The financial year 2022-23 opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path. The economy was expected to grow at 6.5 to 7% for FY23 despite pandemic recovery and the Russia-Ukraine war. India’s economic growth in FY23 has been principally led by private consumption and capital formation.

Global growth has been projected to decline in 2023 and is expected to remain generally subdued in the following years as well. Outlook: 2023-24.

The consumers in US, Europe and other major markets have cut spending on clothing following a surge in inflation after the Ukraine war.

However, the overall Indian economy is relatively strong and is outperforming major economies; the textile sector is a notable exception. Exports which constituted 22% of industry have fallen significantly. Domestic market is flooded with cheap imported garments that have disrupted the local manufacturers.

India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. India has a 4% share of the global trade in textiles and apparels.

In 2022, the overall size of the home textiles & furnishing industry, including the unorganized sector, was about \$18-19 billion, of which \$8.2 billion was exported and remaining \$10 billion was domestic consumption. About 40% of domestic consumption in home textiles was for the bed & bath category alone. Still, over 95% of domestic demand is met by the unorganized and MSME sectors. Wider definition of furnishing will also include furniture and home décor accessories and these numbers would get better.

Even though India's outlook is positive for the upcoming financial year, the global outlook, especially the advanced economy are weighed down on account of a combination of a unique set of challenges expected to impart a few downside risks. This would have an impact on the export market for textile industry which has been tepid for most part of H2 of FY23. However, the inclusive and higher expected domestic consumption would compensate for the reduced exports.

#### **Mills Division -**

After the historical rise in cotton prices in the last cotton season, the new season cotton prices have reduced and remained at around INR 60-62K/candy. At the same time the yarn prices reduced disproportionately in comparison to yarn prices. On account of higher cotton prices, export of yarn, fabric and garment sector was hit badly. This has reduced in overall demand in textiles and has also affected the textile value chain.

Many of the manufacturers in textile industry have operated their facility at partial loads for the last year. The Company also had to operate the facility at partial loads incurring huge costs. Further, the quantum of job-work basis being undertaken at our facility was reduced on account of financial infeasibility as a result of lower yarn prices.

#### **Knitwear Unit -**

Garment unit in the mill at Gokak is running with production of various Bamboo products like towels, shawls, blankets, Cotton bed sheets, bottom wear and Canvas bags etc. Further Bamboo inner wear production has also started as new products and it is planned to start school uniforms for CBSE school for coming academic year. Company's e-commerce business for online garment sale through website <https://gokaktrends.com/> is getting good response for various knit and woven garments and home textile products.

#### **Status of the Scheme of Arrangement**

The Board of Directors at their meeting held on November 12, 2021 have, inter alia, approved the Scheme of Arrangement ("Scheme") under section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.

The Scheme inter alia provides for Reduction of share capital and re-organization of reserves of Gokak Textiles Limited and Amalgamation (by way of absorption) of Suryoday One Energy Private Limited with and into Gokak Textiles Limited.

Upon the Scheme becoming effective, will enable the Transferee Company, i.e. Gokak Textiles Limited to consolidate the ownership of the power business and also provide reliable source of power for its textile division.

The Company had received the observation letter from BSE Limited regarding the Scheme in the month of February 2022 after that the Scheme application was filed before the Hon'ble NCLT, Bengaluru Bench. The matter was listed before the Hon'ble NCLT, Bengaluru Bench. The Hon'ble NCLT, Bengaluru Bench passed the order to convene the meeting of Equity Shareholders of the Company. The meeting of Equity Shareholders of the Company was held on December 26, 2022 and the Shareholders / Members gave approval to the Scheme of Arrangement.

The Scheme Petition is filed with Hon'ble NCLT, Bengaluru Bench and the final hearing is listed on July 18, 2023 before the Hon'ble NCLT, Bengaluru Bench.

The Appointed date is April 01, 2021.

The Scheme as approved by the Board and Members is available on the website of the Company at [www.gokaktextiles.com](http://www.gokaktextiles.com)

### **Risks and Concerns:**

Risk management process includes identification of risks, its underlying dynamics, mitigation mechanism, prioritization of risk, measurement of key indicators and establishing a monitoring system. A Company-wide awareness of risk management policies and practices are being inculcated to minimize the adverse effect of risks on the operating results and the subject of management of risks is being approached in a planned and coordinated manner. Elucidation of role clarity, understanding of level of authority and reporting system is expected to help this process significantly.

The Company has identified key risks such as Market risks, Regulatory risks, Human resource risks, Commodity price risks. Key Risks include fluctuation in raw materials prices, increased global and local competition, sales channel disruption. Retaining the existing talent pool and attracting new talent. Regulatory Risks include changes in taxation regime, government policies with respect to textiles, pollution control, Industrial Relation issues & regulatory compliances.

### **Details of Subsidiary/Joint Ventures/Associate**

#### **Subsidiary Company**

#### **Gokak Power & Energy Limited (GPEL)**

GPEL is engaged in generation, transmission, distribution, trading of hydro power and other renewal and non-renewal sources of energy. The significant portion of power generation is used for captive consumption of Gokak Textiles Limited, the Holding Company.

During the year under review, GPEL has recorded gross income of ₹ 961.79 lakhs (previous year ₹ 1,255.11 lakhs) and net profit for the year of ₹ 14.50 lakhs (previous year ₹ (134.55) lakhs).

During the year under review GPEL generated 23.8 Million Units of electricity (previous year 27.2 Million Units were generated).

Details of GPEL is set out in the statement in form AOC-I, pursuant to section 129 of the Companies Act, 2013 and is attached herewith as **Annexure I** to this Report.

### **Financial Performance**

The Consolidated Financial Statements of the Company and its subsidiary are prepared in accordance with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Companies Act, 2013. The Notes to Consolidated Financial Statements are disclosed and forms part of the Consolidated Financial Statements.



### Key Financial performance, Operational Information and Ratio Analysis

Key Ratio / Indicators	Standalone		Explanation for change of 25% or more
	FY 2022-2023	FY 2021-2022	
Debtors Turnover (in days)	30.99	29.22	-
Inventory Turnover * (times)	4.99	6.99	Due to decrease on cost of goods sold on account of reduction in turnover without corresponding decrease in average inventory levels.
Interest Coverage Ratio	Since EBIT (before exceptional items) is negative, ratio can't be set on	Since EBIT is negative, ratio can't be set on	-
Current Ratio	0.57	0.81	Current liabilities increased mainly due to increase in trade creditors.
Debt Equity Ratio	Since Networth is negative (before perpetual loans), ratio can't be set on	Since Networth is negative, ratio can't be set on	-
Operating Profit Margin %	-28.89%	-15.04%	Due to decrease in operating turnover on account of bearish condition of textile market during the year.
Net Profit Margin %	4.27%	-26.25%	Due to increase in the Exceptional income
Return on Net Worth	Since Return (before exceptional items) & Net Worth (before perpetual loans) both are negative, ratio can't be set on	Since Return & Net Worth both are negative , ratio can't be set on	-

Key Ratio / Indicators	Consolidated		Explanation for change of 25% or more
	FY 2022-2023	FY 2021-2022	
Interest Coverage Ratio	Since EBIT (before exceptional items) is negative, ratio can't be set on	Since EBIT is negative, ratio can't be set on	-
Debt Equity Ratio	Since Networth is negative (before perpetual loans), ratio can't be set on	Since Networth is negative, ratio can't be set on	-
Operating Profit Margin %	-19.92%	-7.92%	Due to decrease in operating turnover on account of bearish condition of textile market during the year.
Net Profit Margin %	7.12%	-24.19%	Due to increase in the Exceptional income
Return on Net Worth	Since Return (before exceptional items ) & Net Worth (before perpetual loans) both are negative, ratio can't be set on	Since Return & Net Worth both are negative, ratio can't be set on	-

**Revenue**

During the year, standalone revenue was ₹ 8,264.67 Lakhs (previous year ₹ 12,411.53 Lakhs), Consolidated revenue was ₹ 8,790.15 Lakhs (previous year ₹ 13,017.28 Lakhs).

During the year, standalone exceptional income was ₹ 3,091.06 Lakhs (previous year ₹ NIL), Consolidated exceptional income was ₹ 3,303.42 Lakhs (previous year ₹ NIL). Refer Note no. 30.1 of the Standalone Financial Statements.

During the year, standalone EBIDTA profit/(Loss) before exceptional items is ₹(1779.75) Lakhs), previous year ₹(1,265.64) Lakhs). Consolidated EBIDTA profit/(Loss) before exceptional items is ₹(1069.75) Lakhs), previous year ₹ (352.14) Lakhs).

**Profit Before Tax (“PBT”)**

During the year, standalone PBT is ₹ 358.82 Lakhs (previous year ₹ (3,258.63) Lakhs). Consolidated PBT is ₹625.97 Lakhs (previous year ₹ (3,148.37) Lakhs).

**Profit/(Loss)**

During the year, Standalone Net Profit is ₹ 425.42 Lakhs (previous year ₹ (3,230.92) Lakhs). Consolidated Net Profit is ₹ 690.66 Lakhs (previous year ₹ (3,114.67) Lakhs).

**Fixed Assets**

The standalone year-end Gross Block decreased to ₹ 29,994.50 Lakhs (previous year ₹ 30,418.41 Lakhs) mainly due to sale of plant & machinery, vehicle etc. The consolidated year-end Gross Block decreased to ₹42,807.10 Lakhs (previous year ₹ ₹43,220.89 Lakhs) mainly due to sale of plant & machinery, vehicles etc.

**Current Liabilities**

The standalone current liabilities decreased to ₹ 3,645.12 Lakhs (previous year ₹2,853.10 Lakhs) primarily due to increase in borrowings & “trade payables”. The consolidated current liabilities decreased to ₹10,388.99 Lakhs (previous year ₹ 10,911.38 Lakhs) primarily due to decrease in “Borrowings”.

**Loan Funds (Secured)**

During the year, standalone secured loan fund was NIL (previous year NIL). The consolidated secured loan funds decreased to ₹ NIL (previous year ₹ 1,234.90 Lakhs) primarily due to repayment of ICICI Term Loan in full during the year.

**Loan Funds (Unsecured)**

During the year, standalone unsecured loan funds decreased to ₹350.00 lakhs (previous year ₹ 13,313.33 Lakhs) primarily on account of (i) the Principal amount of ₹ 10,222.27 lakhs converted into the Perpetual Loan and (ii) full waiver of Interest amount of ₹ 3,091.06 lakhs approved by ‘the Lender’. The consolidated unsecured loan funds increased to ₹ 7,573.48 Lakhs (previous year ₹ 20,249.11 Lakhs) primarily on account of (i) the Principal amount of ₹ 10,222.27 lakhs converted into the Perpetual Loan and (ii) full waiver of Interest amount of ₹ 3,091.06 lakhs approved by ‘the Lender’.

**Instruments entirely equity in nature (Perpetual Loan)**

During the year, standalone perpetual loan funds increased to ₹10,922.27 lakhs (previous year ₹ NIL) primarily on account of the Principal amount of unsecured loans ₹ 10,222.28 lakhs converted into the Perpetual Loan as approved by ‘the Lender’ and additional ₹ 700 lakhs perpetual loan was taken during the year. The consolidated perpetual loan funds increased to ₹ 11,002.27 Lakhs (previous year ₹ NIL) primarily on account of the Principal amount of unsecured loans ₹ 10,222.28 lakhs converted into the Perpetual Loan as approved by ‘the Lender’ and additional ₹ 780 lakhs perpetual loan was taken during the year.

The Company entered in to an agreement where unsecured loan of ₹ 8,457.00 lakhs taken by the Company from Shapoorji Pallonji and Company Private Limited and ₹ 1,765.27 lakhs from Evangelos Ventures Private Limited has been converted into unsecured perpetual loan. The unsecured perpetual loan has no maturity or repayment date and is repayable only at the option of the Company. The distribution on this loan is non-cumulative and at the discretion of the Company, having interest rate of 11.5% for Shapoorji Pallonji and Company Private Limited and 8% for Evangelos Ventures Private Limited. As the Company does not have any repayment obligation due to the perpetual nature of the loan and distribution on this loan is discretionary, these loans have been classified as instruments entirely equity in nature and for all purposes are considered as equity. The perpetual loan will be ranked senior to only equity shares of the Company and subordinate to all the other debt. Additional perpetual loan of ₹ 700 lakhs was taken during the year from Evangelos Ventures Private Limited.

### **Share Capital and Preference Shares**

The paid-up Equity Share Capital of the Company as on March 31, 2023 was ₹ 18,149.93 Lakhs. During the year under review, the Company has not issued any shares with differential voting rights or 'sweat equity shares' and has not granted any stock options. As on March 31, 2023 none of the Directors of the Company hold shares or convertible instruments of the Company.

### **Dividend and Transfer to Reserves**

In view of the losses during the current year, the Board of Directors regrets their inability to declare dividend. No amount was transferred to the reserves during the year.

### **Material changes and commitments**

There were no material changes and commitments affecting the financial position of the Company which have occurred, between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

### **Legal and Regulatory**

Compliance with laws and regulations is an essential part of your Company's business operations. We are subject to laws and regulations in diverse areas as product safety, product claims, trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes. Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

### **Systems and Information**

Your Company's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

The cyber-attack threat of unauthorised access and misuse of sensitive information or disruption to operations continues to increase. To reduce the impact of external cyber-attacks impacting our business, we have sufficient security measures including firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

### **Internal Control Systems and their adequacy:**

The Company has an Internal Control systems, which ensures that all transactions are satisfactorily recorded and reported and all assets are protected against loss from an unauthorized use or otherwise. The internal control systems are supplemented by an internal audit system carried out by independent firms of Chartered Accountants and a periodical review by the management. The findings of such Internal Audits are addressed through suitable corrective measures. The Audit Committee of the Board meets at a regular interval and advises on significant issues raised by, both, the Internal Auditors and the Statutory Auditors. The process of internal control, systems, statutory compliance, risk analysis, information technology and its management are woven together to provide a meaningful support to the management of the business.

Batliboi & Purohit, Chartered Accountants, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued report, inter alia, on the internal financial controls over financial reporting as defined under section 143 of the Companies Act, 2013.

**Deposits**

During the year under review, the Company has not accepted any deposits from public falling within the meaning of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

**Particulars of loans, guarantees or investments**

Particulars of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**Directors and Key Managerial Personnel**

As per the provisions of Section 152(6) of the Companies Act, 2013, Ms. Tripti Navani is due to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board of Directors recommends her re-appointment as Director of the Company.

The Shareholders of the Company at their Annual General Meeting held on September 29, 2022 approved re-appointment of Mr. Ramesh R. Patil as Chief Executive Officer & Managing Director for a further term of two years commencing from July 18, 2022.

Key Managerial Personnel of the Company as on March 31, 2023 were Mr. Ramesh R Patil, Chief Executive Officer & Managing Director, Mr. Rakesh M. Nanwani, Company Secretary and Mr. Vipin Kumar Sharma, Chief Financial Officer.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees for attending meetings of Board/ Committee of the Company.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company through presentation made to them from time to time. The details of familiarization programmes conducted have been hosted on the website of the Company and can be accessed at [www.gokactextiles.com](http://www.gokactextiles.com)

**Audit Committee of the Board of Directors**

The details pertaining to the composition of the Audit Committee of the Board of Directors are included in the Corporate Governance Report which forms part of this report.

**Meetings of the Board**

The Board met at least once in each quarter and 4 (five) meetings of Board were held during the year and the maximum time gap between two Board meetings did not exceed the time limit prescribed under the Companies Act, 2013. The details have been provided in the Corporate Governance Report.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR), 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Committee(s).

The performance of the Board was evaluated by the Board on the basis of the process laid in the Charter for Performance Evaluation, the structured questionnaires for performance evaluation, parameters/criteria, such as, degree of fulfillment of key responsibility by the Board, Board Structures and Composition, establishment and delineation of responsibilities to the Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics and quality of relationship between the Board and the Management.

The performance of the committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility was evaluated by the Board on the basis of parameters/criteria such as degree of fulfillment of key responsibilities, adequacy of committee composition, effectiveness of meetings, committee dynamics and, quality of relationship of the committee with the Board and the Management.

The Board reviewed the performance of the individual Directors (without the concerned director being present).

In a separate meeting of Independent Directors, the performance of Non-Independent Directors of the Board as a whole and the performance of the Chairman were evaluated.

### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of Director, Senior Management and their remuneration. Remuneration Policy of the Company acts as a guideline for determining, inter alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal, and evaluation of the performance of the Directors, Key Managerial Personnel and Senior Managerial personnel.

Nomination & Remuneration Policy is annexed as **Annexure II** to this Report.

Disclosure as required under section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure III** to this Report.

### **Auditors and Audit Report**

#### **Statutory Auditors**

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration no. 101048W) were appointed as the Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company.

Pursuant to the provisions of section 139 (2), M/s Batliboi & Purohit, Chartered Accountants, were eligible to be re-appointed as statutory auditors of the Company for another term of five years.

The shareholders of the Company at their 16<sup>th</sup> Annual General Meeting held (AGM) held on September 29, 2022 have appointed Batliboi & Purohit, Chartered Accountants as Statutory Auditors of the Company until the Conclusion of the 21<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027 and authorized the Board to fix the remuneration.

The Audit Report of the Statutory Auditors forms part of the Annual Report. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory.

#### **Cost Auditors**

As per the requirements of section 148 of the Companies Act, 2013, read with The Companies (Cost Records and Audit) Rules, 2014, the cost accounts of the Company are required to be audited by a Cost Accountant. The Board of Directors of the Company on the recommendation of the Audit Committee, appointed Mr. Mukesh R. Dekhtawala, Cost Accountant as Cost Auditor for the financial year 2023 – 2024 on a remuneration of ₹ 1.50 lakhs plus out of pocket expenses. As required under the

Companies Act, 2013 necessary resolution seeking Shareholders ratification for the remuneration to Cost Auditor is included in the Notice convening the 17<sup>th</sup> Annual General Meeting of the Company.

### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed KDSH & Associates LLP, Company Secretaries, to conduct Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure IV** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

The Secretarial Audit of Gokak Power & Energy Limited, (Material Subsidiary) for the FY 2022-23 was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Report of the Secretarial Auditor of Gokak Power & Energy Limited does not contain any qualification, reservation or adverse remark or disclaimer.

### **Corporate Social Responsibility**

The provisions of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company for the FY 2022-23. The Board of Directors of the Company has, however, voluntarily constituted a Corporate Social Responsibility Committee in compliance with Section 135 of the Act.

The Company is committed to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical.

### **Vigil Mechanism / Whistle Blower Policy**

The Company has Whistle Blower Policy/Vigil Mechanism to deal with instances of fraud and mismanagement, if any. The policy is also available on the website of the Company.

### **Extract of Annual Return**

Pursuant to Section 92(3) read with Section 134 (3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2023 is available on website of the Company viz., [www.gokaktextiles.com](http://www.gokaktextiles.com)

### **Related Party Transactions**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with the Promoter, Directors, Key Managerial Personnel or the designated persons which may have a potential conflict with the interest of Company at large except power purchase from the subsidiary company for captive consumption and Purchase of Solar Power from Suryoday One Energy Private Limited.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive nature. The transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

Form AOC-2 is annexed as **Annexure V** to this report, pursuant to section 188 of the Companies Act, 2013. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

### **Corporate Governance and Management Discussion and Analysis**

The guiding principle of the Code of Corporate Governance is 'harmony' i.e balancing the need for transparency with need to protect the interest of the Company, balancing the need for empowerment at all levels with the need for accountability. A detailed report on Corporate Governance is annexed as a part of this Annual Report and the Management Discussion and Analysis report forms part of this report.

A Certificate on compliance of conditions of Corporate Governance issued by Mr. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries is annexed to the Report on Corporate Governance.

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to the Report on Corporate Governance.

### **Significant and Material Orders passed by the Regulators or Courts**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status and Company's operations in future.

### **Statutory Compliances**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace as per with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Internal Complaints & Committee (ICC) has been setup to redress complaints received regarding sexual harassment as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the ICC includes external member. During FY 2022-23, no complaints on sexual harassment were received.

### **Directors' Responsibility Statement**

Pursuant to the provisions of Section 134(3)(c) and 134 (5) of the Companies Act, 2013 and based on the representations received from the operating management, the Directors hereby confirm that :-

- a. in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Human Resources / Industrial Relations**

#### **Developments in Human Resources / Industrial Relations front:**

The Company has developed a strong human resource base which helped the company to retain the employees for a very long time in view of learning opportunity, comfortable housing, very good educational facilities at minimum educational fees for the children of the Employees. The organization also has good HR Policies for employees in place.

In view of low attrition of the employees Management is encouraging employees to undertake higher responsibilities in the ladder of hierarchy so that the fresh talent hiring at the bottom of the organizational pyramid provides continuity of development at each level. The Company provides skill building trainings to employees internally. The hiring of experienced employees from outside is the last priority and first opportunity is provided to employees in line function or cross function as well.

The company has different HR processes for development of human resource which includes performance management system for appraisal of employee performance, skill development and believes in the fundamentals of Train, Retrain & Retain employees by way giving three R, Rewards, Recognition & Respect to employees.

The Management has developed very good cordial Industrial relations and has been able to carry out operations successfully despite continued challenges of market down turn, fierce competition having high input cost by achieving flexibility in operations suitable to the requirements of business.

**Change in the Nature of Business, If Any:**

There is no change in the Nature of Business of the Company.

**Transfer of Unclaimed Dividend to Investor Education and Protection Fund:**

Since no dividend has been declared by the Company, there was no unpaid/unclaimed dividend and accordingly the provisions of Section 125 of the Companies Act, 2013 do not apply.

**Details of application made or any proceeding pending under the insolvency and bankruptcy code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year: NIL**

**The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof:**

The Company has not undergone for valuation during the year.

**Particulars of Employees and Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo**

- a. The information required pursuant to Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.
- b. Information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure VI** to this report.

**Cautionary Statement:**

Statements in the Board's Report and Management Discussion & Analysis describing the Company's objectives, estimates, expectations or projections, outlook etc., may be 'forward looking statements' within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed or implied due to factors beyond control. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes and other factors such as litigation and industrial relations.



### **Acknowledgements**

Your Directors acknowledge and thank all stakeholders of the Company viz. customers, members, employees, dealers, vendors, banks and other business partners for their valuable sustained support and encouragement. Your Directors look forward to receiving similar support and encouragement from all stakeholders in the years ahead.

Place : Mumbai,  
Date : May 26, 2023

### **For and on behalf of the Board of Directors**

**Ramesh R. Patil**

Chief Executive Officer & Managing Director

DIN : 07568951

**Vinod Bhandawat**

Chairman

DIN: 02873571

### **Registered Office**

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

## Annexure I

## Form AOC-I

[ Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

## Part A: Subsidiaries

(₹ in Lakhs)

Name of the Subsidiary	Gokak Power & Energy Limited
The date since when subsidiary was acquired / Date of Incorporation	January 17, 2012
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-April-2022 to 31-Mar-2023
Share Capital	4,900.00
Reserves & Surplus	(2,908.42)
Total Assets	9396.24
Total Liabilities	7324.66
Investments	0.26
Turnover	961.79
Profit before taxation	16.41
Provision for taxation including	0
Profit after taxation	16.41
Proposed Dividend	-
% of shareholding	51%

Note: 1. Names of subsidiaries which are yet to commence operations - NIL  
2. Names of subsidiaries which have been liquidated or sold during the year – NIL

## Part B: Associates and Joint Ventures - NIL

Place : Mumbai,  
Date : May 26, 2023

For and on behalf of the Board of Directors

**Ramesh R. Patil**  
Chief Executive Officer & Managing Director  
DIN : 07568951

**Vinod Bhandawat**  
Chairman  
DIN: 02873571

## **Nomination and Remuneration Policy**

### **Regulatory Framework**

#### **I. Section 178 of the Companies Act, 2013**

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- The Nomination and Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy as aforesaid shall ensure that:
  - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - (b) relationship of remuneration to performance is clear and meet appropriate performance benchmarks; and
  - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### **II. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Schedule II Part D of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that role of Nomination and Remuneration Committee shall, inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- To recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Such other functions/duties as may be entrusted by the Board from time to time.

The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

### **Definitions & Interpretation**

In this Policy unless the context otherwise requires:

**Act** shall mean Companies Act, 2013.

**Board** shall mean Board of Directors of the Company (Gokak Textiles Limited).

**Charter** shall mean Charter for Performance Evaluation of the Directors, Committees and Board of Directors adopted by the Board of Directors of the Company as amended from time to time.

**KMPs** or Key Managerial Personnel shall mean following:

- a. Managing Director (MD), or Chief Executive Officer or Manager and in their absence, Whole time Director;
- b. Company Secretary; and
- c. Chief Financial Officer

**NRC shall mean Nomination and Remuneration Committee.**

**Senior Management** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

### **Interpretation**

- i. The provisions of the Act and the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 (SEBI LODR) shall be deemed to have been mutatis mutandis specifically incorporated in this Policy and in case any of the provision of this Charter is inconsistent with the provisions of Act and/or the SEBI LODR, the provisions of Act and/or the SEBI LODR shall prevail.
- ii. The capitalized words not specifically defined in the Policy shall have the same meaning as under the Act or the SEBI LODR or the Charter.
- iii. For interpretation of this Policy, reference and reliance may be placed upon circulars/clarifications issued by the Ministry of the Corporate Affairs or SEBI and/or any other authority.

## **Objectives**

The Objective of this Policy is to act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, KMPs, Senior Management Personnel and includes:

- Ensuing that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- Ensuing that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Ensuing that the remuneration to Directors, KMPs, and other Senior Management Personnel of the Company involves a fine balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, KMPs and to determine their remuneration;
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in the industry;
- To carry out evaluation of the performance of Directors;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and
- To lay down criteria for appointment, removal of directors, KMPs and Senior Management Personnel and evaluation of their performance.

## **Functions of Nomination and Remuneration Committee**

The NRC shall, inter-alia, perform the following functions:

- Identify persons who are qualified to become Directors in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Determine the criteria for selection, attributes and broad parameters for appointment of KMPs, evaluation and measurement of performance of KMPs and to recommend appointments of KMPs to the Board.
- Determine the criteria for selection, compensation structure, evaluation and measurement of performance of Senior Management Personnel.
- Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors;
- Devise framework to ensure that Directors are inducted through suitable familiarization process covering their roles, responsibility and liability;

- Oversee the formulation and implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines;
- Devise a policy/criteria on Board diversity;
- The NRC shall assist the Board in ensuring that plans are in place for orderly succession for appointments to the Board and to senior management; and
- Set up mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and / or officers of the Company, as deemed necessary for proper and expeditious execution.

In addition to the above the Nomination & Remuneration Committee also reviews / performs the activities listed in Schedule II of Part D (A) of SEBI (LODR) and Section 178 of the Companies Act, 2013

### **Appointment of Directors**

- The NRC shall ensure that Board has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, and consider various factors including but not limited to skills, industry experience, background, race and gender for balanced and diversified Board.
- The NRC shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMPs and recommend to the Board his/her appointment.
- An Independent Director shall also have experience and knowledge in one or more fields of finance, law, management, marketing, sales, administration, corporate governance, or any other disciplines related to the business of the Company.
- Appointment of Independent Directors shall be subject to compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure(s) of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
- The NRC shall recommend appointment or re-appointment of Managing Director (MD) for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- The NRC shall carry out evaluation of performance of every Director on an annual basis.
- The NRC may recommend, to the Board with reasons recorded in writing, removal of a Director, KMPs or Senior Management Personnel subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.
- The Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The NRC shall from time to time recommend, review and revise, if required the retirement policy for Directors, KMPs and Senior Management Personnel.
- The Board will have the discretion to retain the Director, KMPs and Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

### **Remuneration of MD**

- The remuneration/ to the Managing Director will be determined by the NRC and recommended to the Board for approval. The remuneration/ compensation/profit-linked commission etc. shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company, Act and shall be subject to the prior/post approval of the members of the Company and Central Government, wherever required.
- Increments to the MD should be within the slabs approved by the members and shall be made after taking into consideration the Company's overall performance, MD's contribution for the same, trends in the industry in general and in a manner which would ensure and support a high performance culture. The MD shall be eligible for remuneration as may be approved by the members of the Company on the recommendation of the NRC and the Board of Directors. The break- up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the NRC and shall be within the overall remuneration approved by the members and Central Government, wherever required. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its MD in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the approval of the Central Government.
- The Remuneration to MD shall involve a balance between fixed and incentive pay reflecting short and long term performance and objectives appropriate to working of the Company and its goals.
- The Non-Executive Directors (Including Independent Directors) of the Company shall be paid sitting fees as per the applicable Regulations as approved by the Board from time to time. All direct and indirect expenses of Directors relating to attending the meetings of Company shall be reimbursed to the Directors.
- The profit-linked Commission shall be paid within the monetary limit approved by the members of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.
- Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.
- Only such employees of the Company and its subsidiaries as approved by the NRC will be granted ESOPs.

### **Familiarisation Programme For Independent Directors**

- Company's Corporate Profile, Organizational structure, the latest Annual Report, Code of Conduct, Policies and Charters applicable to Directors shall be provided to all Directors at the time of joining.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, code of conduct and obligations on disclosures shall be issued to the Independent Directors.
- The company shall provide suitable training to Independent Directors/Non-Executive Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. and they shall be formally introduced to the Business/ Unit Heads and Corporate Functional Heads.

### **Updating the Directors on a Continuing Basis**

- The Company shall periodically arrange Board Strategy discussions at any of the Company's plants or off-site locations. At such Meetings, the Directors also get an opportunity to see the Company's operations, interact with the Plant Heads and review the sustainability aspects of the Plant. This would enable them to gain an understanding and appreciation of the operations of the Company and initiatives taken on safety, quality, environment issues, CSR, Sustainability, etc.

- At the Board Strategy Meeting, presentations shall be made to the Directors on the Company's long term Vision and Strategy. Business Heads may also present their plans and priorities with the Board. This would enable the Directors to get a deeper insight in the operations of the Company.
- Periodic presentations on operations to the Board shall include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management changes, major litigation, compliances, subsidiary data, etc.
- Business Heads and Company Executives may be invited at Board or Committee Meetings and meetings of Directors for better understanding of the business and operations of the Company.

**Remuneration to KMPs and Senior Management**

- The level and composition to be paid to KMPs and Senior Management shall be reasonable and sufficient to attract, retain and motivate them and shall be also guided by external competitiveness and internal parity.
- The remuneration of KMPs and Senior Management Personnel shall be guided by the external competitiveness and internal parity. Internally, performance rating of all employees would be spread across a normal distribution curve.
- The remuneration of KMPs and Senior Management shall comply with the guidelines approved by the NRC.

Place : Mumbai,  
Date : May 26, 2023

**For and on behalf of the Board of Directors**

**Ramesh R. Patil**

Chief Executive Officer & Managing Director

DIN : 07568951

**Vinod Bhandawat**

Chairman

DIN: 02873571



**Disclosure under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended on March 31, 2023.

Non-Executive Directors of the Board were paid only sitting fees during the financial year ended March 31, 2023 as follows:

Director (Non-Executive)	Sitting Fees (₹ in lakhs)	Ratio to Median (No. of times to Median Salary)
Mr. Vinod Bhandawat	1.30	0.39:1
Mr. D G Prasad	4.75	1.43:1
Mr. Pradip Kapadia	5.45	1.64:1
Mr. Nikhil Bhatia	3.70	1.11:1
Ms. Tripti J. Navani	1.20	0.36:1

**Remuneration to Executive Director**

Director (Non-Executive)	Gross Remuneration (₹ in lakhs)	Ratio to Median (No. of times to Median Salary)
Mr. Ramesh R. Patil (Chief Executive Officer & Managing Director)	65.74	19.78:1

2. Percentage increase in remuneration of Key Managerial Personnel (KMPs) in the Financial Year 2022 – 2023:

Executive Director, Chief Financial Officer and Company Secretary	% increase on Cost to Company
Mr. Ramesh R. Patil, Chief Executive Officer & Managing Director	9.00
Mr. Vipin Kumar Sharma, Chief Financial Officer	NIL
Mr. Rakesh M. Nanwani, Company Secretary & Compliance Officer	17.09

3. Percentage increase in the median remuneration of employees in the financial year: NIL
4. Number of permanent employees on the pay roll of Company as on 31<sup>st</sup> March, 2023 were 926 and in previous year were 990
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL
6. The Company affirms that the remuneration is as per the remuneration policy of the Company.

Place : Mumbai,  
Date : May 26, 2023

**For and on behalf of the Board of Directors**

**Ramesh R. Patil**  
Chief Executive Officer & Managing Director  
DIN : 07568951

**Vinod Bhandawat**  
Chairman  
DIN: 02873571

## Annexure IV

**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**FOR THE FINANCIAL YEAR ENDED: 31<sup>st</sup> March, 2023**

To,  
The Members,  
**Gokak Textiles Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gokak Textiles Limited (CIN: L17116KA2006PLC038839)** (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, we hereby report that in our opinion, the Company has, during the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment and overseas direct investment and External Commercial Borrowings. (No such transaction took place during the Audit Period);
- 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; (No such transaction took place during the Audit Period)
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (No such transaction took place during the Audit Period);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (No such transaction took place during the Audit Period) ;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2021 (No such transaction took place during the Audit Period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No such transaction took place during the Audit Period);
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,2018 (No such transaction took place during the Audit Period);
  - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- vi. Other laws applicable specifically to the Company namely:

Labour Laws

- a) The Factories Act, 1948
- b) The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952 and Employees Deposit Linked Insurance Scheme,1976
- d) The Employees State Insurance Act, 1948
- e) The Payment of Wages Act, 1936
- f) The Payment of Bonus Act, 1965
- g) The Payment of Gratuity Act, 1972
- h) The Child Labour (Regulation & Abolition) Act, 1970
- i) The Contract Labour (Regulation & Abolition) Act, 1970

- j) The Shops & Establishments Act, 1961
- k) Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963
- l) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- m) The Industrial Disputes Act, 1947
- n) The Minimum Wages Act, 1948
- o) Karnataka Maternity Benefit Act, 1961
- p) Trade Unions Act, 1926
- q) The Industrial Employment (Standing Orders) Act, 1946
- r) Apprentice Act 1961
- s) Karnataka Labour Welfare Fund Act, 1965

#### Environmental Laws

- a) The Water (Prevention & Control of Pollution) Act, 1974
- b) The Air (Prevention & Control of Pollution) Act, 1981

The Company is not discharging the contaminated water at the public drains/rivers. The company has efficient water treatment plants at its factory premises.

The company has been disposing the hazardous waste as per applicable rules.

#### Textile & Apparel Sector

- a) Collection of Statistics Act, 2008

#### Other Laws

- a) The Karnataka Legal Metrology (Enforcement) Rules, 2011
- b) The Trademark Act, 1999
- c) Information Technology Act, 2000
- d) Electricity Act, 2003
- e) The Indian Stamp Act, 1899
- f) The Competition Act, 2002

#### **We have also examined compliance with the applicable clauses of the following:**

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting i.e SS-1 and SS-2.
- ii. The Listing Agreements entered into by the Company with the BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The Meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The Annual General Meeting held on 29<sup>th</sup> September, 2022;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors/Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director;
- k) Payment of remuneration to Directors including the Managing Director;
- l) Appointment and remuneration of Auditors, Cost Auditors and Secretarial Auditors;
- m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- n) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- o) Investment of the Company's funds including investments and loans to others;
- p) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- q) Board's Report;
- r) Contracts, common seal, registered office and publication of name of the Company;
- s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

**We 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 and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that 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.

There was no event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc., during the audit period.

Place: Bangalore  
Date: 25/05/2023

For **KDSH & Associates LLP**

**Kiran Desai**  
Designated Partner  
FCS10056| CP No: 12924  
UDIN: F010056E000374838  
Peer Review Certificate Number 2406/2022

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

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**Annexure A**

To,  
The Members,  
**Gokak Textiles Limited**  
CIN: L17116KA2006PLC038839  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar  
Bangalore-560098

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws and Environment laws.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Bangalore  
Date: 25/05/2023

For **KDSH & Associates LLP**

**Kiran Desai**  
Designated Partner  
FCS10056| CP No: 12924  
UDIN: F010056E000374838  
Peer Review Certificate Number 2406/2022

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

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1.	Details of contracts / arrangements or transactions not at arm's length basis	NIL
2.	Details of material contracts / arrangements or transactions at arm's length basis	01-April-2022 to 31-March-2023
	a. Name of related party and nature of relationship	Gokak Power & Energy Limited (Subsidiary Company)
	b. Nature of contracts / arrangements / transactions	Agreement for purchase of power between Gokak Power & Energy Limited and Gokak Textiles Limited, Holding Company for captive consumption.
	c. Duration of contracts / arrangements/ transactions	20 years w.e.f. 27.09.2012
	d. Salient terms of the contracts / arrangements/ transactions including Value, if any	Captive user agrees to pay ₹4.47 + ₹0.20 (electricity duty) for every unit of power transferred, subject to conditions laid out in the agreement
	e. Dates of Approval by the Board, if any	August 13, 2012
	f. Amount paid as advance, if any	Security Deposit – Rupees One Lakh

1	Details of contracts or arrangements or transactions not at arm's length basis	Nil
2	Details of material contracts or arrangement or transactions at arm's length basis:	01-April-2022 to 31-March-2023
	a. Name(s) of the related party and nature of relationship	Suryoday One Energy Private Limited Suryoday One Energy Private Limited is a subsidiary of Shapoorji Pallonji Infrastructure Capital Company Private Limited which holds 49% of the paid up share capital of Gokak Power & Energy Limited, a subsidiary of the Company.
	b. Nature of contracts/arrangements/ Transactions	Agreement for purchase of Solar power between Suryoday One Energy Private Limited and Gokak Textiles Limited (GTL)
	c. Duration of the contracts/arrangements/ Transactions	10 years w.e.f 04.07.2018
	d. Salient terms of the contracts or arrangements or transactions including the value, if any	GTL agrees to pay ₹ 4.46 for every unit transferred, subject to conditions laid out in the agreement
	e. Date(s) of approval by the Board, if any:	03.07.2018
	f. Amount paid as advances, if any:	NIL
	g. Date on which the special resolution was passed in general meeting as required under first proviso to section 188	18.09.2018

Place : Mumbai,  
Date : May 26, 2023

**For and on behalf of the Board of Directors**

**Ramesh R. Patil**  
Chief Executive Officer & Managing Director  
DIN : 07568951

**Vinod Bhandawat**  
Chairman  
DIN: 02873571

## Annexure VI

Particulars of Technology Absorption and Foreign Exchange earnings and outgo, as per Section 134 (3)(m) of the Companies Act, 2013 and the Rules made therein and forming part of the Directors' Report for the year ended March 31, 2023.

**A. Conservation of energy**

Company has undertaken following activities for the Year 2022-23, on energy conservation

(i)	The steps taken to improve energy conservation :-	i.	Reduction of Contract Demand of Mill premises other than Mill-7, Installation No-GPB HT-01, from 6000 to 5000 KVA. Net reduction 1000 KVA, wef:Aug-2022,	This Results in savings of ₹ 18 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 27 lakhs
		ii.	Reduction of Contract Demand of Mill-7, Installation No-GPB HT-06, from 2100 to 1800 KVA. Net reduction 300 KVA, wef:Nov-2022,	This Results in savings of ₹ 3.37 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 8.11 lakhs
		iii.	Reduction of Contract Demand of Garment Unit at Marihal, Installation No-HT-81, from 200 to 125 KVA. Net reduction 75 KVA, Mar-2023,	This Results in savings of ₹ 0.67 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 2.02 lakhs
		iv.	Procurement & Installation of used compressor GA75 FF. Yr of Manufacturing 2019, Air cooled , with built in Dryer. ENERGY SAVING:- Energy Consumption before :-GA1110 Yr 1194 Comp No-9, 104 Kw + Cooling tower pump + Fan Motor =15 KW, Total KW =119, Energy Consumption after :- Compressor Load 84 Kw Savings = (119 - 84) kw = 35 kw (365*35*14) = 1,78,850 kwh/ Annum, w.e.f:06/12/2022,	This Results in savings of ₹ 4.24 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 13.5 lakhs
		v.	Procurement & Installation of used compressor at Mill No-7, GA55 Yr of Manufacturing 2018, Compressor with Dryer + VSD +Technology, Air cooled in place of GA37 2nos Water cooled type, (Yr 1994 ), Energy consumption Before:- 1555 Kwh / Day, ( 30 R/fs) Energy consumption After:-1121 Kwh/ Day Net Saving = 1555 – 1121 = 434 *362 = 157108 Kwh / Annum w.e.f:28/03/2023,	This Results in savings of ₹ 0.033 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 11.94 lakhs
		vi.	Controlled airline losses by installation of 1. Express line for machine needing uninterrupted air supply in Mill 1 & 3. 2. Closing air line of other machines in shifts which do not need compressed air.	This results in savings of ₹ 3.81 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 5.79 lakhs

		Controlled airline losses by 1. Closing of Dyeing plant's airline, when not operational 2. Installed a dedicated compressor for Knitting / dyeing Lab, Savings = 125 units / day w.e.f :5/1/2023	This results in savings of ₹ 0.81 lakhs in the financial year from the time of implementation. However, the total saving for the financial year would be ₹ 2.85 lakhs
			<b>Total Cost Saving ₹ 30.933 Lakhs, for FY 2022-23.</b>

(ii)	The steps taken by the company for utilizing alternate sources of energy.	Hydro Units - 9440410 Kwh
		Solar Units - 2500000 Kwh
		Open Access - 26888 Kwh
(iii)	the capital Investment on energy conservation equipment's	₹ 16.34 lakhs

### B. Technology absorption:

(i)	the efforts made towards technology absorption and benefits derived as result of the below activities :	Installation of two Bathmat Tufting machines
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Production of New product segment
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof and future plan of action	NIL
(iv)	the expenditure incurred on Research and Development	₹ 4.33 lakhs (FY 2022 - 2023)

### C. Foreign exchange earnings and Outgo

(₹ in Lakhs)

1	Earnings	NIL
2	Outgo	1.61

Place : Mumbai,

Date : May 26, 2023

**For and on behalf of the Board of Directors**

**Ramesh R. Patil**

Chief Executive Officer & Managing Director

DIN : 07568951

**Vinod Bhandawat**

Chairman

DIN: 02873571

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## CORPORATE GOVERNANCE REPORT FOR FY 2022 - 2023

### Corporate Governance Report:

The Company believes in the highest standards of good and ethical corporate governance practices. Good governance practices stem from the culture and mindset of the organization. It is therefore not merely about enacting policies regulations and procedures but also about establishing an environment of trust and confidence among various shareholders.

The Company's philosophy on the Code of Governance is that the Company should follow contemporary corporate practices and the guiding principle of the Code of Governance of the Company is Harmony i.e.:

- (a) Balancing need for transparency with the need to protect the interests of the Company;
- (b) Balancing the need for empowerment at all levels with the need for accountability ;and
- (c) Interaction with all stakeholders including shareholders, employees, lenders and regulatory authorities.

### Code of Conduct

The Company has strong and consistent legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for All Board Members and Senior Management (the "Code") which will uphold ethical values and legal standards as the Company pursues its objectives. The Code has been communicated to the Directors and the members of the Senior Management. All Board members and senior management have confirmed compliance with the Code for the year ended March 31, 2022. The Annual Report contains a declaration to this effect signed by the Chief Executive Officer & Managing Director.

### Code of Practices and Procedures for Fair Disclosure and Conduct

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code for Prevention of Insider Trading & Code of Corporate Disclosure Practices ("Insider Trading Code") based on the principle that Directors, Officers, and Employees of the Company owe a fiduciary duty to the members of the Company to place the interest of the members above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Insider Trading Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investors by the Company to enable them to take informed investment decisions with regard to the Company's securities. The Chief Financial Officer of the Company is responsible for implementation of the Insider Trading Code.

### Board of Directors:

The Board of Directors are persons of integrity and having wide range of experience and skills. The Board of Directors as on March 31, 2023, comprised of Six (6) Directors. The Chairman of the Board is Non-Executive Director. Five (5) Directors are Non-executive (including One (1) Woman Director) and One (1) Executive Director. The Board comprises of 3 (50%) Independent Directors.

The composition of the Board is in conformity with Regulation 17 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. (SEBI (LODR), 2015).

The Company is managed by Chief Executive Officer & Managing Director under the supervision, direction and control of the Board. The Chief Executive Officer & Managing Director is assisted by a team of qualified and experienced professionals. None of the Independent Directors serve as an Independent Director in more than seven listed entities. None of the Directors of the Company are members in more than 10 mandatory committees nor act as a Chairman in more than 5 mandatory committees of public companies.

The Board met at least once in a quarter, and the maximum time gap between two Board Meetings did not exceeded the time limit prescribed in regulation 17 (2) of SEBI (LODR), 2015. During the year under review, 4 (four) Board meetings were held on May 26, 2022; August 10, 2022; November 09, 2022 and February 10, 2023 The necessary quorum was present for all the meetings. Video Conferencing facility was provided, wherever required to enable Directors to participate in meetings.



The terms and conditions of appointment of the Independent Directors and the details of familiarization programme to them are available on the website of the Company [www.gokaktextiles.com](http://www.gokaktextiles.com)

Based on the declarations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified in the SEBI LODR and are independent of the Management.

Pursuant to the provisions of the Companies Act, 2013 and SEBI LODR the Board has carried out annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Committee(s) on the basis of the parameters of performance evaluation process provided in the Charter for Performance Evaluation.

All the information required to be placed before the Board of Directors under Regulation 17 (7) of SEBI LODR, has been duly placed. The Agenda along with explanatory notes are sent in advance to the Directors.

The names and categories of the Directors on the Board, their attendance at the Board Meetings, and Annual General Meeting (AGM) held during the year, the number of Chairmanships/ Directorships of all Boards excluding alternate directorship, directorship of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 and the Committees of Board (Chairmanship/ Membership of Board Committees include only Audit Committee and Stakeholders' Relationship Committee across all public limited (listed as well as unlisted) including those of the Company), held by them as on March 31, 2023 are as follows:

Sr. No.	Name of the Director	Category	Number of Board Meetings during 2022- 2023		Attendance at AGM held on September 29, 2022	Number of shares held	Relationship with other Director	No. of Director ships in all Public Companies	No. of Committee Positions held in all Public Companies		Directorship in other listed entity (Category of Directorship)
			Held	Attended					Chairman	Member	
1	Mr. Vinod Bhandawat DIN : 02873571	Non- Executive Non- Independent	4	3	Yes	Nil	None	3	0	2	NIL
2	Mr. D.G. Prasad DIN: 00160408	Non- Executive Independent	4	4	Yes	Nil	None	4	3	2	1. Moschip Technologies Ltd. (Independent Non- Executive Director) 2. Suven Pharmaceuticals Ltd (Independent Non- Executive Director) 3. Natco Pharma Ltd (Independent Non- Executive Director)
3	Mr. Pradip N. Kapadia DIN : 00078673	Non- Executive Independent	4	4	Yes	Nil	None	6	4	5	1. Mafatal Industries Limited (Independent Non- Executive Director) 2. Navin Fluorine International Limited (Independent Non- Executive Director)
4	Mr. Nikhil Bhatia DIN: 00414281	Non- Executive Independent	4	4	No	Nil	None	4	2	0	1. Forbes & Company Limited (Independent Non- Executive Director)
5	Ms. Tripti J. Navani DIN: 08190106	Non- Executive Non- Independent	4	4	Yes	Nil	None	1	0	0	NIL
6	Mr. Ramesh R. Patil Chief Executive Officer and Managing	Executive Non- Independent	4	4	Yes	Nil	None	2	0	2	NIL

The Board has identified following skills/expertise/competencies for effective functioning of the Company which are currently available with the Board.

- Marketing, Sales and Synergies;
- Finance, Strategy and HR Management; and
- Corporate Governance and Administration

The specific areas of skills/expertise/competences of the individual Directors is given below:

<b>Director</b>	<b>Areas of Skills/Expertise/Competence</b>
Mr. Vinod Bhandawat Non-Executive Non- Independent Director & Chairman	Business Strategy and Business Development, Business and Corporate Governance, Finance & Tax, Fund raising, business structuring.
Mr. D G Prasad Non-Executive – Independent Director	Risk Management, Finance and control, Taxation and related Regulatory, Business structuring and Governance.
Mr. Pradip N. Kapadia Non-Executive – Independent Director	Business and Corporate Governance, Public Policy, Legal and regulatory, Business Strategy.
Mr. Nikhil Bhatia Non-Executive – Independent Director	Risk Management, Finance and control Taxation and related Regulatory, Business structuring and Governance.
Ms. Tripti J. Navani Non-Executive Non- Independent Director	Fund raising, business structuring, Finance and Tax and Business Governance.
Mr. Ramesh R. Patil Chief Executive Officer & Managing Director	Business Strategy and Business Development, Marketing and communications, Business Governance and General Administration.

#### **Familiarization Programme for Independent Directors**

At the time of appointment of an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected from him/her as a Director of the Company. The Independent Directors of the Company were also provided with necessary documents/ brochures, reports and internal policies to familiarize them about the textile industry, business operations and functioning of various divisions/departments of the Company. The details of familiarization programme imparted to the Independent Directors are available on the Company's website at [www.gokaktextiles.com](http://www.gokaktextiles.com)

#### **Meeting of Independent Directors:**

The Independent Directors met on February 10, 2023 to discuss:

- a) Evaluation of the performance of Non-Independent Directors and the Board as a Whole.
- b) Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive Directors and Non-Executive Directors.
- c) Evaluation of quality content and time lines of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform duties.

The meeting was attended by all Independent Directors.

#### **CEO & CFO Certification**

As required by the Regulation 17(8) of SEBI (LODR), 2015 a certificate from Mr. Ramesh R Patil, Chief Executive Officer and Managing Director and Mr. Vipin Kumar Sharma, Chief Financial Officer is placed before the Board of Directors.

**Audit Committee:**

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 177 of the Companies Act, 2013, as applicable along with other terms as referred by the Board of Directors are as under:

- I. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- II. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- III. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- IV. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- V. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- VI. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a 381[public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- VIII. Approval or any subsequent modification of transactions of the listed entity with related parties;
- IX. Scrutiny of inter-corporate loans and investments;
- X. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- XI. Evaluation of internal financial controls and risk management systems;
- XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- XIV. Discussion with internal auditors of any significant findings and follow up there on;
- XV. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- XVII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- XVIII. Review the functioning of the whistle blower mechanism;
- XIX. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- XX. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- XXI. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- XXII. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- XXIII. Such other functions/duties as may be prescribed by the Act, or SEBI (LODR), 2015 (as amended from time to time); and such other functions/duties as may be entrusted by the Board from time to time.

In addition to the above the Audit Committee also reviews the information listed in Schedule II of Part C (B) of SEBI (LODR).

**Composition of the Committee:**

The Audit Committee of the Board has been constituted in compliance with the provision of Regulation 18 of SEBI LODR read with Section 177 of the Act. The Committee comprises of 3 members of whom 2 are Independent Non-Executive Directors and 1 Executive Director. The Chairman of the Audit Committee is an Independent Director.

All members of audit committee are financially literate and at least one member has accounting or related financial management expertise. The Audit Committee meetings are attended by Chief Financial Officer, Statutory Auditors and Internal Auditors and the functional heads as and when required. The Company Secretary acts as the Secretary to the Committee. The gap between two consecutive meetings was not more than four months. During the year under review, the 4 (four) Audit Committee meetings were held on May 26, 2022; August 10, 2022; November 09, 2022 and February 10, 2023. The Composition of the Committee and details of meeting attended by its members is as follows:

Sr. No	Name	Description	Category	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
1.	Mr. D G Prasad	Chairman	Non – Executive Independent	4	4
2.	Mr. Pradip N. Kapadia	Member	Non – Executive Independent	4	4
3.	Mr. Ramesh R. Patil	Member	Executive Director	4	4

The last Annual General Meeting was attended by the Chairman of the Audit Committee.

**Nomination and Remuneration Committee:**

In compliance with Section 178 of the Act and Regulation 19 of SEBI (LODR), 2015, the Board had constituted Nomination and Remuneration Committee. The Committee comprises of 3 members of whom 2 are Independent Non-Executive Directors and functions under the Chairmanship of an Independent Director.

**The terms of reference of Nomination and Remuneration Committee includes:**

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
- (b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - Use the services of an external agencies, if required;
  - Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - Consider the time commitments of the candidates
- (c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (d) Devising a policy on diversity of board of directors;
- (e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (f) To recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (g) Recommend to the board, all remuneration, in whatever form, payable to senior management.
- (h) Such other functions/duties as may be entrusted by the Board from time to time.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Directors' Report. The Nomination and Remuneration Policy of the Company has been uploaded on the website of the Company, [www.gokaktextiles.com](http://www.gokaktextiles.com)

The Committee determines and recommends to the Board the compensation of the Managing Director. The Committee makes periodic appraisal of the performance of the Managing Director. The Company does not have any stock options scheme.

**Composition of the Committee:**

The Nomination and Remuneration Committee comprises of three (3) members, of which 2 are Non-Executive Independent Directors and One (1) Non-Executive Non -Independent Director. During the year under review, two (2) meetings were held on May 26, 2022 and February 10, 2023. The composition of the Committee and details of meeting attended by the members is as follows:

Sr. No	Name	Description	Category	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
1.	Mr. Nikhil Bhatia	Chairman	Non – Executive Independent	2	2
2.	Mr. Pradip N. Kapadia	Member	Non – Executive Independent	2	2
3.	Mr. Vinod Bhandawat	Member	Non – Executive Independent	2	2

The last Annual General Meeting was not attended by the Chairman of the Nomination & Remuneration Committee. Mr. Nikhil Bhatia, Chairman of the Nomination & Remuneration Committee, was unable to attend due to inevitable circumstances. He therefore, requested Mr. Vinod Bhandawat, very well experienced member of the Nomination & Remuneration Committee, who attended the AGM, to reply the queries, if any, raised by the shareholders at the AGM on his behalf.

**Details of Remuneration paid to Directors during the year ended March 31, 2023 are as follows:**

**A) Non – Executive Directors**

( ₹ in lakhs)

Name of Director	Sitting fees	Commission Paid	Total
Mr. Vinod Bhandawat	1.30	Nil	<b>1.30</b>
Mr. D G Prasad	4.75	Nil	<b>4.75</b>
Mr. Pradip Kapadia	5.45	Nil	<b>5.45</b>
Mr. Nikhil Bhatia	3.70	Nil	<b>3.70</b>
Ms. Tripti J. Navani	1.20	Nil	<b>1.20</b>

No commission was paid to any Non – Executive Directors during FY 2022 – 2023.

**B) Remuneration paid to Chief Executive Officer & Managing Director :**

( ₹ in lakhs)

Sr. No.	Particulars	Mr. Ramesh R. Patil
a	Salary and allowance	58.13
b	Pension contribution to PF	-
c	Annual Performance Incentive & Ex-Gratia	6.00
	<b>Total</b>	<b>64.13</b>
d	Breakup of fixed components and performance linked incentives with performance criteria	Item C is performance linked, others are fixed. Performance criteria include, reduction of costs, improvement of liquidity, steps taken for growth of business both the Company and its subsidiary.
e	Service contracts	July 18, 2022 to July 17, 2024
f	Notice period	Three calendar months
g	Severance fees	Nil
h	Stock Option	Nil

**Stakeholders Relationship Committee:**

In compliance with the provisions of section 178 of the Act and Regulation 20 of SEBI (LODR), 2015, the terms of reference of the 'Stakeholders Relationship Committee' includes:

- a) Approval of Share Transfers / Deletion of Name/s / Transposition of Name/s, Dematerialization / Re-materialization of Shares;
- b) Approval of Transmission of Shares;
- c) Approval for issue of Duplicate/Replacement/Renewal of Share Certificates;
- d) Resolution of all the grievances of the security holders;
- e) Review of measures taken for effective exercise of voting rights by shareholders;
- f) Review of adherence to the service standards adopted in respect of various services being rendered by Registrar & Share Transfer Agents;
- g) Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company and
- h) Such other functions/duties as may be entrusted by the Board from time to time.

The Stakeholders' Relationship Committee meeting was held on February 10, 2023.

**The Composition of the Stakeholders' Relationship Committee is as follows:**

Sr. No	Name	Description	Category	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
1.	Mr. Pradip N. Kapadia	Chairman	Non - Executive Independent	1	1
2.	Mr. Vinod Bhandawat	Member	Non - Executive Non- Independent	1	1
3.	Mr. Ramesh R. Patil	Member	Executive	1	1

The Company Secretary also functions as Compliance Officer.

During the year under review, 1 (one) complaint was received by the Company from a shareholder and the same was resolved, there were no pending complaints at the end of the year. Further no transfers were pending as on March 31, 2023.

The last Annual General Meeting was attended by the Chairman of the Stakeholders Relationship Committee.

**Corporate Social Responsibility Committee (CSR)**

The provisions of section 135 of the Companies Act, 2013 are not presently applicable to the Company. The Board of Directors of the Company has in good governance voluntarily constituted Corporate Social Responsibility Committee in compliance of section 135 of the Companies Act, 2013. The Committee comprises three (3) members viz. Mr. Nikhil Bhatia, Non-Executive Independent Director & Chairman of the Committee, Mr. Pradip N. Kapadia, Non-Executive Independent Director and Mr. Vinod Bhandawat, Non-executive Non-Independent Director. The CSR Committee will formulate and monitor the CSR Policy of the Company and other policy.

During the year under review, due to net loss, the Company has not earmarked any amount on CSR Activities as specified in the Schedule VII to the Companies Act, 2013.

**General Body Meetings**

- (a) the details of date, time and venue of the Annual General Meetings held during the last 3 years till March 31, 2023 are as follows:

AGM	Date of the AGM	Time	Venue
14 <sup>th</sup> AGM	September 29, 2020	3.00 P.M.	The Annual General Meeting was held through Video Conferencing/ Other Audio Visual Means. The deemed place of the meeting was the registered office of the Company
15 <sup>th</sup> AGM	September 29, 2021	3.00 P.M.	The Annual General Meeting was held through Video Conferencing/ Other Audio Visual Means. The deemed place of the meeting was the registered office of the Company
16 <sup>th</sup> AGM	September 29, 2022	1.00 P.M.	The Annual General Meeting was held through Video Conferencing/ Other Audio Visual Means. The deemed place of the meeting was the registered office of the Company

- (b) **Details of Special Resolutions passed in the previous three (3) Annual General Meetings:**

September 29, 2020 (14 <sup>th</sup> AGM)		No Special Resolution was passed at the AGM held on September 29, 2020.
September 29, 2021 (15 <sup>th</sup> AGM)		No Special Resolution was passed at the AGM held on September 29, 2021.
September 29, 2022 (16 <sup>th</sup> AGM)	(1)	Re-appointment of Mr. Ramesh R. Patil (DIN:07568951) as Chief Executive Officer & Managing Director

- (c) **Whether any special resolution passed through postal ballot : No**

- (d) **Whether any special resolution is proposed to be conducted through postal ballot:**

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

**Fees paid by the Company and its Subsidiaries, on consolidated basis, to Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part:** Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) is the Statutory Auditors' of the Company. The particulars of payment of Statutory Auditors' fees on consolidated basis is given below:

Particulars	Amount in lakh (₹)
Statutory Audit (including quarterly audit)	21.65
Reimbursement of out-of-pocket expenses	0.28
<b>Total</b>	<b>21.93</b>

**Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended:**

The required disclosures have been made in the Directors' Report for the year ended March 31, 2023 which forms part of this Annual Report for FY 2022-2023.



**Related Party transactions:**

All related party transactions that were entered into during the financial year were at arm’s length basis and were in the ordinary course of business. No materially significant Related Party Transactions has been entered into by the Company with the Promoters, Directors or the Management, Key Managerial Personnel or their relatives etc., that may have potential conflict with the interests of the Company at large except purchase of power for captive consumption from the subsidiary Company viz., Gokak Power & Energy Ltd. and Purchase of Solar Power from Suryoday One Energy Private Limited.

All related party transactions are placed before the Audit Committee for approval.

A comprehensive list of related party transactions as required forms part of the Notes of the Financial Statement to the Accounts in the Annual Report.

The Board has approved policies for determining material subsidiaries and related party transaction’s which has been uploaded on the Company’s website viz. [www.gokaktextiles.com](http://www.gokaktextiles.com)

**Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/ companies in which directors are interested:**

There have been no loans or advances extended by the Company or its subsidiaries to firms or companies where Directors of the Company hold an interest.

**Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Name of Material Subsidiary	Date and Place of Incorporation	Name of Statutory Auditors	Date of appointment of the statutory auditors
Gokak Power & Energy Limited	January 17, 2012 Bengaluru, Karnataka, India	M/s Batliboi & Purohit, Chartered Accountants, Mumbai, India	September 29, 2022

**Statutory Compliances**

The Company has ensured necessary compliance with the requirements of the Stock Exchange, SEBI and other authorities related to capital market and the details of non-compliance and penalties are not applicable. The Company follows all relevant Accounting Standards. The Company as compiled with all the Secretarial Standards (SS) issued by The Institute of Company Secretaries of India.

**Vigil Mechanism/ Whistle Blower Policy**

Pursuant to Section 177 of the Act and Regulation 22 of SEBI (LODR), 2015, the Board has established a vigil mechanism for the Directors and employees of the Company to report genuine concerns about unethical behavior actual or suggested fraud or violation of the Company’s Code of Conduct or ethics. The Company has in place Whistle Blower Policy to provide mechanism for Director or employee of the Company to approach the Chairman of the Audit Committee. No personnel in the Company have been denied access to the Audit Committee or its Chairman. The Policy is available on the Company’s website viz. [www.gokaktextiles.com](http://www.gokaktextiles.com)

**Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with all the mandatory requirements of SEBI (LODR), 2015. The status of compliance with discretionary requirements under Regulation 27(1) and Part E Schedule II of SEBI (LODR), 2015 is as follows:

- **Shareholders’ Rights:** As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company’s website, the same are not sent to the shareholders.

- **Audit Qualifications:** The Company's financial statements for the financial year 2022 – 2023 does not does contain any audit Qualification.
- **Separate posts of Chairman and CEO:** The Company has appointed Chief Executive Officer & Managing Director to take care of the day-to- day affairs of the Company. The position of the Chairman and Managing Director are separate.
- **Reporting of internal auditor:** The internal auditor may report directly to the audit committee

**Means of communication:**

The quarterly, half yearly and annual results are generally published in the Business Standard (English daily) and Hosa Digantha (Kannada Daily - regional language newspaper). The financial results, shareholding patterns are also available on the website of the Company, i.e. [www.gokaktextiles.com](http://www.gokaktextiles.com)

The Company does not have a practice of making presentation to institutional investors and analysts. Management Discussion and Analysis forms part of Annual Report.

**General Shareholder Information:**

a	Annual General Meeting Date, time and venue	Next Annual General Meeting of the Company is scheduled on Friday, July 14, 2023 at 12.00 Noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')
b	Financial year	The Company follows the April-March Financial Year.
c	Date of Book Closure	The Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, July 08, 2023 to Friday, July 14, 2023.
d	Dividend Payment date	Board has not recommended any dividend
e	Listing on Stock Exchanges	BSE Limited P.J. Towers, Dalal Street, Mumbai – 400001
f	Stock Code	532957 (ISIN: INE642I01014)

Equity shares of the Company are listed on BSE Limited only and Company has paid the annual listing fees before the due date.

**Market Price Data for the Shares of Face Value ₹ 10 each is as under:**

Month and Year	High	Low	No. of shares	BSE Index High	BSE Index Low
April' 2022	37.70	28.60	22,820	60,845.10	56,009.07
May' 2022	35.20	30.05	3,360	57,184.21	52,632.48
June' 2022	28.55	27.15	1,012	56,432.65	50,921.22
July' 2022	26.25	24.55	1,501	57,619.27	52,094.25
August' 2022	35.05	27.40	21,626	60,411.20	57,367.47
September' 2022	33.35	26.30	9,414	60,676.12	56,147.23
October' 2022	33.00	28.65	4,458	60,786.70	56,683.40
November' 2022	32.95	25.95	8,963	63,303.01	60,425.47
December' 2022	31.45	26.15	7,471	63,583.07	59,754.10
January' 2023	31.10	25.15	7,778	61,343.96	58,699.20
February' 2023	31.70	21.25	17,448	61,682.25	58,795.97
March' 2023	25.40	17.19	55,356	60,498.48	57,084.91

### Registrars and Share Transfer Agents:

The Company has appointed TSR Consultants Private Ltd. (TSRCPL) as its Registrar & Share Transfer Agents, Shareholders are requested to approach TSRCPL on the following address for any query and problems related to shares held in Physical form:

TSR Consultants Private Limited  
 Unit: Gokak Textiles Ltd.  
 C-101, 1<sup>st</sup> Floor, 247 Park,  
 Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai – 400 083.  
 Tel: +91 22 6656 8484, Fax: +91 22 6656 8494  
 Email: [cgs-unit@tcplindia.co.in](mailto:cgs-unit@tcplindia.co.in)  
 Website: [www.tcplindia.co.in](http://www.tcplindia.co.in)

### Share Transfer system:

The Stakeholders Relationship Committee of the Board of Directors of the Company inter alia monitors Share Transfers/ Deletion of Name/s/Transposition of Name/s, Transmission, dematerialization and re-materialization of shares. Shares of the Company are traded compulsorily in dematerialized form.

SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website, [www.gokaktextiles.com](http://www.gokaktextiles.com). It may be noted that any service request can be processed only after the folio is KYC compliant.

Request for dematerialization of shares are processed by RTA and confirmation is given to the respective depositories i.e. NSDL and CDSL, within the statutory time limit from the date of receipt of share certificates after due verification.

The shareholders holding shares in physical forms are requested to get their shares dematerialised to avoid any inconvenience in the future while transferring their shares.

### Distribution of Shareholding as at March 31, 2023

Category	No. of Shares	Percentage to Paid-up capital
Promoters	47,80,845	73.56
Central/State Government(s)	55,171	0.85
Financial Institutions / Banks	9,760	0.15
Bodies Corporate	99,146	1.53
Insurance Companies	2,95,520	4.55
Mutual Funds / UTI	181	0.00
FII's/ NRI's/ OCB/ Foreign Company	2,17,528	3.35
Public	10,41,157	16.01
<b>Total</b>	<b>64,99,308</b>	<b>100.00</b>

**Distribution by size of holding as at March 31, 2023**

Range Start	Range End	Total Shares	Percentage to capital	Total Number of Equity Shareholders	% of Total Paid-up Equity Capital
1	500	413735	6.3658	8192	96.3651
501	1000	118726	1.8267	156	1.8351
1001	2000	96684	1.4876	66	0.7764
2001	3000	70682	1.0875	28	0.3294
3001	4000	52178	0.8028	15	0.1764
4001	5000	50036	0.7699	11	0.1294
5001	10000	137966	2.1228	18	0.2117
10001	Above 10001	5559301	85.5368	15	0.1764
<b>Total</b>		<b>64,99,308</b>	<b>100.00</b>	<b>8501</b>	<b>100.00</b>

**Status of dematerialisation of shares and liquidity as on March 31, 2023:**

Details	No. of shareholders	No. of shares	Percentage to paid up Capital
National Securities Depository Limited. (NSDL)	3,055	58,40,043	89.98
Central Depository Services (India) Limited. (CDSL)	1,419	4,29,544	6.61
Total Dematerialised	4,474	62,69,587	96.33
Physical	4,027	2,29,721	3.53
<b>Total</b>	<b>8,501</b>	<b>64,99,308</b>	<b>100</b>

**Outstanding Employee Stock options, GDRs, ADRs, etc.**

The Company has not issued any GDRs/ADRs/Warrants. There are no outstanding Foreign Currency Convertible Bonds ("FCCBs") and Employee Stock Options.

No funds were raised during the year through preferential allotment or qualified institutional placement.

**Commodity price risk or Foreign exchange risk and hedging activities**

The Company is exposed to risk fluctuations of cotton prices. It is exposed to foreign exchange risk on account of import and export transactions entered. The Company is proactively mitigating foreign exchange risk by reviewing the foreign exchange exposure at regular intervals. The Company does not undertake any commodity hedging activities.

**Credit Rating**

**Credit ratings obtained along with revisions thereto during FY 2022-2023, for all debt instruments in India.**

Rating Agency	Date	Facilities	Rating
ICRA Limited	March 09, 2023	Unallocated (Rated on short term scale)	[ICRA]A4; Reaffirmed

**Plant Locations:**

**Mills Division :**

Gokak Falls – 591308, Dist. Belgavi, Karnataka State

**Knitwear Unit:**

Bagalkot Road, Marihal Village, Dist. Belgavi, Karnataka State 591167.

**Disclosure of Non-Compliance with Corporate Governance Requirement:**

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**The disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46:**

The Company has complied the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46.

**Address for Correspondence:**

Shareholders holding shares in physical mode are requested to direct all equity shares related correspondence /queries to TSRCPL and only the non-shares related correspondence and complaints regarding TSRCPL should be addressed to the Compliance Officer at the registered office of the Company. Shareholders holding shares in electronic mode (dematerialized form) should address all shares related correspondence to their respective Depository Participants only.

**Secretarial Auditors' Certificate:**

- (i) Certificate from the Practicing Company Secretary on compliances with the corporate governance requirements by the Company is annexed to this Report.
- (ii) Certificate from the Practicing Company Secretary that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report.

**DECLARATION UNDER REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As provided under Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the code of conduct for Board of Directors and Senior Management for the year ended March 31, 2023.

For **Gokak Textiles Limited**

**Ramesh R.Patil**  
Chief Executive Officer & Managing Director  
DIN : 07568951

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To,  
Members of **GOKAK TEXTILES LIMITED**  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross Ideal Homes, Near Jayanna Circle,  
Rajarajeshwari Nagar, Bangalore -560098

We have examined the compliance of conditions of Corporate Governance by **Gokak Textiles Limited (CIN: L17116KA2006PLC038839)** ("the Company") for the purpose of certifying of the Corporate Governance compliance certificate under Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period 1<sup>st</sup> April 2022 to 31<sup>st</sup> March, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure 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 and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in Regulation 17 to 27 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Bangalore  
Date: 25/05/2023

For **KDSH & Associates LLP**

**Kiran Desai**  
Designated Partner  
FCS10056| CP No: 12924  
UDIN: F010056E000374783  
Peer Review Certificate Number 2406/2022

**Annexure A**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of **GOKAK TEXTILES LIMITED**  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar  
Bangalore-560098

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gokak Textiles Limited having CIN L17116KA2006PLC038839 and having registered office at #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore-560098 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr No	Name of the Director	DIN	Date of Appointment in the company
1	Pradip Narotam Kapadia	00078673	12/09/2008
2	Govinda Prasad Dasu	00160408	28/05/2012
3	Nikhil Jaysinh Bhatia	00414281	22/05/2019
4	Vinod Bhandawat	02873571	15/01/2021
5	Ramesh Ramrao Patil	07568951	18/07/2016
6	Tripti Jagdish Navani	08190106	01/08/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore  
Date: 25/05/2023

For **KDSH & Associates LLP**

**Kiran Desai**  
Designated Partner  
FCS10056| CP No: 12924  
UDIN: F010056E000374750  
Peer Review Certificate Number 2406/2022

**STANDALONE AND CONSOLIDATED  
FINANCIAL STATEMENTS FORMING PART OF  
ANNUAL REPORT OF  
GOKAK TEXTILES LIMITED  
FOR THE YEAR ENDED MARCH 31, 2023**

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## INDEPENDENT AUDITORS' REPORT

To the Members of **Gokak Textiles Limited**

Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **Gokak Textiles Limited ("the Company")** which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

### Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Emphasis of Matter

We draw attention to Note 51 of the standalone financial statements in respect the Composite Scheme of Arrangement ('the Scheme') approved by the Board of Directors of the Company on November 12, 2021 and subsequently, approved by the shareholders of the Company on December 26, 2022, having proposed 'Appointed Date' of April 01, 2021 or any other date as approved by National Company law Tribunal ("NCLT"). Pending the approval of the Scheme by the NCLT, as stated in the said Note, the standalone financial statements of the Company are prepared without giving effect to the said Scheme. Our opinion is not modified in respect of this matter.

### Key Audit Matters

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

#### a) Provisions for Contingencies and Litigations and disclosure of Contingent liabilities

##### Description of Key Audit Matter:

At March 31, 2023, the Company held provisions of ₹ 938.95 lakhs in respect of legal claims and has disclosed total contingent liabilities of ₹ 10,192.54 lakhs. These provisions are based on judgements and accounting estimates made



by management in determining the likelihood and magnitude of claims. Accordingly, unexpected adverse outcomes could significantly impact the Company's reported loss and balance sheet position.

Refer Note 44, Note 47 and Note 2(n) of standalone financial statements and accounting policies for contingent liabilities, provisions, accounting policies and related disclosures.

**How the matter was addressed in our audit:**

- We evaluated the design and tested the operating effectiveness of controls in respect of the determination of the provisions. We determined that the operation of the controls provided us with evidence over the completeness, accuracy and valuation of the provisions.
- We read the summary of litigation matters provided by management and held discussions with the management and their legal counsels. We requested legal letters from some of the Company's external legal advisors with respect to the matters included in the aforesaid disclosures. Where appropriate, we examined correspondence connected with the cases.
- For litigation provisions, we tested the calculation of the provisions, assessed the assumptions against third party data, where available and assessed the estimates against historical trends.
- We considered management's judgements on the level of provisioning and disclosures in respect of the aforesaid matters, which we considered to be appropriate.

**b) Going Concern Assessment**

**Description of Key Audit Matter:**

During the year, the Company incurred losses (before exceptional item) of ₹ 2,732.64 lakhs for the year ended March 31, 2023 and has accumulated losses of ₹ 32,824.32 lakhs as on March 31, 2023. Further the Company's current liabilities exceeded its current assets by ₹ 1,560.99 lakhs as at March 31, 2023. These conditions indicate requirement of assessment of the Company's ability to continue as a going concern.

The Company's financial statements have been prepared on a going concern basis on the reporting date, based on the reasons stated in Note 49 of the standalone financial statements.

**How the matter was addressed in our audit:**

- We evaluated the appropriateness of management's use of going concern basis of accounting in the preparation of standalone financial statements in accordance with Standard on Auditing issued by ICAI in this regard.
- We evaluated the management's plans for future actions in relation to its going concern assessment, to assess whether the outcome of those plans is likely to improve the situation and whether management's plans are feasible in the circumstances.
- We assessed the possible mitigating actions identified by management in the event that actual cash flows are below forecast.
- We discussed and obtained a written letter from the holding company indicating its intention and ability to support the Company's financial and operating requirements through infusion of additional capital as and when necessary.

**c) Impairment testing of investment in subsidiary**

**Description of Key Audit Matter:**

The Company has investment of ₹ 2,499.00 lakhs in the equity shares of Gokak Power & Energy Limited ('GPEL') which represents 51% of its equity capital. GPEL is engaged in the business of generation and distribution of hydro power and significant portion of power generated by GPEL is used by the Company for its textile factory.

Investments in subsidiaries are valued at cost adjusted for impairment losses, if any. In line with "Ind AS 36 Impairment of assets", in the presence of an impairment indicator, the Company carries out an impairment test by comparing the recoverable amount of the investments, determined according to the value in use method and their carrying amount.

GPEL has accumulated losses of ₹ 2,908.42 lakhs as on March 31, 2023 which indicates that the investment in GPEL could be impaired and requires impairment testing.

The valuation process adopted by management is complex and is based on a series of assumptions, such as the forecast cash flows, the appropriate discounting rate (WACC) and the long-term growth rate. These assumptions are, by nature, influenced by future expectations regarding the evolution of external market conditions. Based on the impairment test carried out by the management, it was concluded that impairment is not necessary.

**How the matter was addressed in our audit:**

We analysed the methods and assumptions applied by management to carry out the impairment test through following procedures:

- identification and understanding of the significant controls implemented by the Company over the impairment testing process;
- analysis of the reasonableness of the principal assumptions made to estimate their cash flows by obtaining information from management that we deemed to be significant;
- We also examined the adequacy of the information provided by the Company about the impairment test and its consistency with the requirements of Ind AS 36.
- analysis of actual data of the year and previous years in comparison with the original plan, in order to assess the nature of variances and the reliability of the planning process;
- assessment of the reasonableness of the discount rate (WACC) and the long-term growth rate;
- verification that the carrying amount of the investment was determined properly and comparison with the value in use resulting from the impairment test.

**d) Classification of Perpetual Loan as instruments entirely 'equity' in nature**

**Description of Key Audit Matter:**

During the year, the terms and conditions of certain unsecured Inter-Corporate-Deposits ('ICD') from holding company and a fellow subsidiary having principal amount aggregating to ₹ 10,222.27 lakhs as at April 01, 2022 were revised and converted into unsecured perpetual loans ('the Perpetual Loans') with effect from April 01, 2022. The Company, subsequently, received additional Perpetual Loans of ₹ 700 lakhs on the same terms.

As per the agreed terms, the said Perpetual Loans have no maturity or defined tenure. The repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company for any particular or preceding financial year/s. The said Perpetual Loan is subordinate to all existing amount borrowed or debt securities issued by the Company to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the Company. Based on the above terms, the Company does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company.

Accordingly, considering the size and nature of the transaction, the classification and disclosure of the said Perpetual Loans as 'instruments entirely equity in nature' was considered key audit matter.

Refer Note 14A of the standalone financial statements of the Company for further details.

**How the matter was addressed in our audit:**

- We reviewed the written terms and conditions of the said Perpetual Loans agreed with the respective lenders for repayment of interest and principal.
- Based on the terms and conditions, we assessed the obligations of the Company under the said agreements in respect of its discretion on repayment of principal and interest to classify the same as instruments entirely equity in nature.
- We reviewed the classification of the instrument as entirely 'equity' in accordance with provisions of Ind AS 32 – Financial Instruments: Presentation.
- We checked the separate presentation of the instruments classified as entirely 'equity' in nature in the Balance Sheet and the Statement of Changes in Equity.

**Information other than the financial statements and auditor's report thereon**

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the

adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the auditor's report in accordance with the requirements of section 197(16), as amended:

In our opinion and to the best of our knowledge and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer Note 44 of the standalone financial statements)
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"),

with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on audit procedures performed, nothing has come to our attention that causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

**N. S. Gaur**  
Partner  
Membership No. 137138  
ICAI UDIN: 23137138BGYKXT4444

Place : Mumbai  
Date : May 26, 2023

## Annexure - A to the Independent Auditors' Report

(Referred to under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Gokak Textiles Limited of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) As informed to us, the Company has a program for physical verification of fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program certain fixed assets have been verified by the Management and we were informed that no material discrepancies were noticed on such verification.

(c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the standalone financial statements included in property, plant and equipment, capital work-in progress and Investment property, according to the information and explanations given to us and based on the examination of the registered sale deed / title deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of the property:	Land [parts measuring 29.35 Acres*]
Gross cost and carrying amount As at March 31, 2023	₹ 11.35 lakhs
Held in the name of:	Gokak Patel Volkart Limited
Whether promoter, director or their relative or employee:	No
Period held since:	1992
Reason for not being in the name of the Company:	The title deeds were held in the name of erstwhile Gokak Patel Volkart Limited which amalgamated into Forbes Gokak Limited and subsequently, was demerged into Gokak Textiles Limited. During the year, titles of land parts measuring 38.51 acres were registered in the name of the Company. However, in the case of the balance area of 29.35 acres as disclosed, the Company is still in the process of transferring the title in the name of Company which are under litigation due to certain disputed legal matters.

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable.

(e) According to the information and explanations given to us, no proceedings have been initiated, or were pending, during the year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory during the year. In our opinion, with regards to the nature and size of its inventories, the frequency is reasonable and the coverage and procedure of such physical verification carried out during the year were appropriate. Discrepancies noted during such physical verification were less than 10% of respective inventory classes. All discrepancies noted during the year were properly dealt with in the books of account.

(b) During the year, the Company did not have any sanctioned working capital limits in excess of five crore rupees, in aggregate, from any banks on the basis of security of its current assets. Accordingly, paragraph 3(ii)(b) of the Order is not applicable.

- (iii) During the year, the Company has not made any investments, or provided any loans or provided any advance in the nature of loans or stood guarantee or provided any security to any other entity during the year. Accordingly, reporting under paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or given guarantees in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Accordingly, reporting under paragraph (iv) of the Order is not applicable.
- (v) According to information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, we are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, though there has been slight delays in few months in deposit of 'Employer's Contribution to Provident Fund' which have not been serious.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, Duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at the year ended for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, dues of Income tax, Excise duty and Goods and Service tax which have not been deposited by the Company on account of disputes are given below:

<b>Name of the Statute</b>	<b>Nature of Dues</b>	<b>Forum where dispute is pending</b>	<b>Period to which the amount relates</b>	<b>Amount unpaid (₹ in lakhs)*</b>
The Karnataka Special Tax on Entry of Certain Goods Act, 2004	Entry Tax	High Court of Karnataka, Bangalore	October 2004 to March 2007	114.58
The Excise Duty Act, 1944	Duty of excise	The Central Excise and Service Tax Appellate Tribunal, Mangalore	F.Y. 2004-05 and F.Y. 2005-06	32.62
The Excise Duty Act, 1944	Duty of excise	The Supreme Court of India	December 2004 to May 2005	110.38

\*Net of amounts paid in protest.

- (viii) According to the information and explanations given to us, there were no transactions to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not defaulted in repayment of loans to any lender during the year. There were no outstanding loans from any bank, financial institution or government during the year.



- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, no term loans were obtained or utilised during the year by the Company. Accordingly, paragraph 3(ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us and based on the audit procedures performed by us, funds raised on short term basis have not been utilised for long term purposes by the Company.
- (e) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. The Company did not have any joint ventures or associate companies.
- (f) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not raised loans during the year on pledge of securities held in subsidiary. The Company did not have any joint ventures or associate companies.
- (x) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally) during the year.
- (xi) (a) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us and to the best of our knowledge no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this Report.
- (c) As represented to us by the management, no whistle blower complaints were received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a 'nidhi' company and it has not accepted any deposits. Accordingly, paragraph 3(xii)(a), paragraph 3(xii)(b) and paragraph 3(xii)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on the audit procedures performed by us, the Company is in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of this Report, for the period under audit.
- (xv) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of section 192 of the Act and paragraph 3(xv) of the Order is not applicable.

- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
- (c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the 'Group' (as defined the Core Investment Companies (Reserve Bank) Direction 2016) has two Core Investment Companies (CICs) as part of the 'Group'.
- (xvii) According to the information and explanations given to us and based on audit procedures performed by us, the Company has incurred cash losses of ₹ 1,783.88 lakhs in the current financial year and cash losses of ₹ 2,364.26 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, and based on our procedures as specified in the sub-paragraph (b) of 'Key Audit Matter' paragraph of our Report, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) According to the information and explanations given to us and based on audit procedures performed by us, the Company was not required to spent any amount in terms of Section 135 of the Act during the year. Accordingly, second proviso to sub-section (5) of section 135 of the said Act and paragraph 3(xx)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on audit procedures performed by us, the Company did not have any ongoing project in terms of Section 135 of the Act during the year. Accordingly, provision of sub-section (6) of section 135 of the said Act and paragraph 3(xx)(b) of the Order is not applicable.

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

**N. S. Gaur**  
Partner  
Membership No. 137138  
ICAI UDIN: 23137138BGYKXT4444

Place : Mumbai  
Date : May 26, 2023

## **Annexure - B to the Independent Auditors' Report**

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirement's section of our report to the members of Gokak Textiles Limited of even date)

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

### **Opinion**

We have audited the Internal Financial Controls over financial reporting of Gokak Textiles Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

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

The Board of Directors of the Company is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Limitations of Internal Financial Controls over Financial Reporting**

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

For **BATLIBOI & PUROHIT**  
Chartered Accountants

**N. S. Gaur**  
Partner  
Membership No. 137138  
ICAI Firm Reg. No.101048W

Place : Mumbai  
Date : May 26, 2023

**GOKAK TEXTILES LIMITED**  
**STANDALONE BALANCE SHEET AS AT MARCH 31, 2023**

Particulars	Note No.	As at March 31, 2023 ₹ in Lakhs	As at March 31, 2022 ₹ in Lakhs
<b>Assets</b>			
<b>1 Non-current assets</b>			
a) Property, Plant and Equipment	3	5,092.06	5,563.43
b) Capital work-in-progress		-	-
c) Right of use Assets	3A	6.49	8.66
d) Investment Property	4	11.35	11.35
e) Intangible assets	5	6.54	5.63
		<b>5,116.44</b>	<b>5,589.07</b>
f) <b>Financial Assets:</b>			
i) Investments			
a) Investments in Subsidiary	6	2,499.00	2,499.00
b) Other Investments	6	0.03	0.03
		<b>2,499.03</b>	<b>2,499.03</b>
ii) Other financial assets	8A	124.31	141.49
		<b>2,623.34</b>	<b>2,640.52</b>
g) <b>Tax assets</b>			
i) Deferred tax assets (net)			
ii) Income tax assets (net)	19	-	-
	22	67.64	66.97
		<b>67.64</b>	<b>66.97</b>
h) Other non-current assets	11A	608.59	625.48
		<b>8,416.01</b>	<b>8,922.04</b>
<b>Total Non-current assets</b>			
<b>2 Current assets</b>			
a) Inventories	9	1,571.19	1,599.29
b) Financial Assets:			
i) Trade receivables	7	200.48	332.82
ii) Cash and cash equivalents	10A	135.20	196.36
iii) Bank balances other than (ii) above	10B	2.89	2.84
iv) Other financial assets	8B	142.05	93.70
		480.62	625.72
c) Other current assets	11B	32.32	56.14
d) Assets classified as held for sale	12	-	16.29
		<b>2,084.13</b>	<b>2,297.44</b>
<b>Total Current assets</b>			
<b>Total Assets</b>			
		<b>10,500.14</b>	<b>11,219.48</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	13	649.93	649.93
b) Instruments entirely equity in nature	14A	10,922.27	-
c) Other equity	14B	(10,246.76)	(10,672.19)
		<b>1,325.44</b>	<b>(10,022.26)</b>

Particulars	Note No.	As at March 31, 2023 ₹ in Lakhs	As at March 31, 2022 ₹ in Lakhs
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities:			
i) Borrowings	15	3,916.16	16,833.27
ii) Lease Liabilities		9.41	13.25
		<b>3,925.57</b>	<b>16,846.52</b>
b) Provisions	18A	1,604.01	1,542.12
<b>Total Non-current liabilities</b>		<b>5,529.58</b>	<b>18,388.64</b>
<b>2 Current liabilities</b>			
a) <b>Financial liabilities:</b>			
i) Borrowings	15	350.00	-
ii) Lease Liabilities		3.26	2.17
iii) Trade Payables			
-dues to Micro and Small Enterprises	21	1.53	0.84
-dues to other Creditors	21	2,391.84	2,035.92
<b>iv) Other financial liabilities</b>	17	645.94	584.69
		3,392.57	2,623.62
b) Provisions	18B	153.38	152.15
c) Other current liabilities	20	99.17	77.33
<b>Total Current Liabilities</b>		<b>3,645.12</b>	<b>2,853.10</b>
<b>Total Liabilities</b>		<b>9,174.70</b>	<b>21,241.74</b>
<b>Total Equity and Liabilities</b>		<b>10,500.14</b>	<b>11,219.48</b>

See accompanying notes forming part of the financial statements 1 to 53

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK TEXTILES LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2023**

Particulars		Note No.	Year ended March 31, 2023 ₹ in Lakhs	Year ended March 31, 2022 ₹ in Lakhs
I	Revenue from operations	23	7,902.73	12,008.89
II	Other income	24	361.94	402.64
III	<b>Total Income</b>		<b>8,264.67</b>	<b>12,411.53</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed	25	5,251.22	7,703.63
	Changes in inventories of finished goods and work-in-progress	26	61.45	184.91
	Employee benefits expense	27	2,707.72	3,050.16
	Finance costs	28	448.99	1,452.25
	Depreciation and amortisation expense	29	503.50	540.74
	Other expenses	30	2,024.02	2,738.47
	<b>Total expenses</b>		<b>10,996.91</b>	<b>15,670.16</b>
V	<b>Profit / (Loss) before exceptional items and tax</b>		<b>(2,732.24)</b>	<b>(3,258.63)</b>
VI	Exceptional items (Income)	31.1	<b>3,091.06</b>	-
VII	<b>Profit / (Loss) before tax</b>		<b>358.82</b>	<b>(3,258.63)</b>
VIII	<b>Tax expense:</b>			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
			-	-
IX	<b>Profit / (Loss) for the year</b>		<b>-</b>	<b>(3,258.63)</b>
X	<b>Other Comprehensive Income</b>			
	(a) <b>Items that will not be reclassified to profit or loss</b>			
	Remeasurement of the defined benefit plans		66.60	27.71
	<b>Other Comprehensive Income</b>		<b>66.60</b>	<b>27.71</b>
XI	<b>Total Comprehensive Income for the year</b>		<b>425.42</b>	<b>(3,230.92)</b>
XII	<b>Earning per equity share : (Face value of ₹ 10)</b>	<b>31</b>		
	Basic and diluted earnings per equity share		<b>₹ 5.52</b>	<b>₹ (50.14)</b>

See accompanying notes forming part of the financial statements 1 to 53

As per our report of even date

For **BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK TEXTILES LIMITED**  
**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

PARTICULARS	Year ended March 31, 2023 ₹ in lakh	Year ended March 31, 2022 ₹ in lakh
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before tax	358.83	(3,258.63)
<b>Adjustments for:</b>		
Depreciation and amortisation	503.50	540.74
Interest income	(4.51)	(3.87)
Finance cost	448.99	1,452.25
Net Loss / (Profit) on sale of fixed assets	(38.12)	(119.42)
Credit balances / excess provision written back	(62.62)	(18.74)
Expeptional Income - Interest waiver by Holding Company	(3,091.06)	-
Provision for Doubtful Debts (net of recoveries)	0.61	36.78
<b>Operating loss before working capital changes</b>	<b>(1,884.38)</b>	<b>(1,370.89)</b>
Adjustments for :		
(Increase)/ Decrease in Inventories	28.10	238.04
<b>(Increase)/ Decrease in Trade Receivables</b>	<b>131.73</b>	<b>219.39</b>
(Increase)/ Decrease in Other Financial Assets	(31.17)	303.12
(Increase)/ Decrease in Other Assest	40.71	16.22
(Increase)/ Decrease in Assests held for sale	-	1.31
Increase/ (Decrease) in Trade payables	356.62	(1,366.99)
Increase/ (Decrease) in Other Financial Liabilities	61.24	19.98
Increase/ (Decrease) in Other Liabilities	84.46	(16.92)
Increase/ (Decrease) in Provisions	82.92	58.34
<b>Cash generated from operations</b>	<b>(1,129.77)</b>	<b>(1,898.40)</b>
Direct Taxes (paid) / refund	(0.67)	1.45
<b>Net cash flows from operating activities</b>	<b>(1,130.44)</b>	<b>(1,896.95)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets including CWIP	(26.30)	(2.28)
Sale of Fixed Assets including assets held for sale	49.85	119.42
Net Movement in bank balance not considered as cash and cash equivalents	(0.05)	(0.07)
Interest received	4.51	3.87
<b>Net cash flows from investing activities</b>	<b>28.01</b>	<b>120.95</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from instruments classified as entirely equity - perpetual loan	700.00	-
Proceeds / (repayment) of Borrowings (net)	350.00	1,640.34
Payment of lease liabilities	(4.33)	(4.33)
Finance cost paid	(4.39)	(1.90)
<b>Net cash flows from financing activities</b>	<b>1,041.28</b>	<b>1,634.11</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(61.16)</b>	<b>(141.89)</b>
Cash and Cash equivalents at the beginning of the year	196.36	338.25
<b>Cash and Cash equivalents at the end of the year</b>	<b>135.20</b>	<b>196.36</b>



PARTICULARS		Year ended March 31, 2023 ₹ in lakh	Year ended March 31, 2022 ₹ in lakh
<b>D.</b>	<b>COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
	Cash on Hand	1.64	2.00
	Balances with banks in current accounts	133.56	194.36
		<b>135.20</b>	<b>196.36</b>

**Movemnet in financial liabilities with table and Notes.**

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK TEXTILES LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

**A. Equity share Capital****Current reporting period****(₹ in Lakhs)**

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2023
649.93	-	649.93	-	649.93

**Previous reporting period****(₹ in Lakhs)**

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2022
649.93	-	649.93	-	649.93

**B. Instruments entirely equity in nature- Perpetual Loans****Current reporting period****(₹ in Lakhs)**

Balance as at April 1, 2022	Changes in Instruments due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Instruments during the current year	Balance as at March 31, 2023
-	-	-	10,922.27	10,922.27

**Previous reporting period****(₹ in Lakhs)**

Balance as at April 1, 2021	Changes in Instruments due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Instruments during the current year	Balance as at March 31, 2022
-	-	-	-	-

**C. Other Equity****Current reporting period****(₹ in Lakhs)**

Particulars	Equity Components of Compound Financial Instruments	Reserves and surplus			Total Other Equity
		General reserve	Retained earnings	Total	
<b>Balance at April 01, 2022</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(33,249.74)</b>	<b>(26,089.43)</b>	<b>(10,672.19)</b>
Changes in accounting policy or prior period items	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	15,417.23	7,160.32	(33,249.74)	(26,089.43)	(10,672.19)
Profit / (Loss) for the year	-	-	358.82	358.82	358.82
Other Comprehensive Income for the year	-	-	66.60	66.60	66.60
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>425.42</b>	<b>425.42</b>	<b>425.42</b>
<b>Balance at March 31, 2023</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(32,824.32)</b>	<b>(25,664.00)</b>	<b>(10,246.76)</b>

**Previous reporting period**

Particulars	Equity Components of Compound Financial Instruments	Reserves and surplus			Total Other Equity
		General reserve	Retained earnings	Total	
<b>Balance at April 01, 2021</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(30,018.82)</b>	<b>(22,858.50)</b>	<b>(7,441.27)</b>
Changes in accounting policy or prior period items	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	15,417.23	7,160.32	(30,018.82)	(22,858.50)	(7,441.27)
Profit / (Loss) for the year	-	-	(3,258.63)	(3,258.63)	(3,258.63)
Other Comprehensive Income for the year	-	-	27.71	27.71	27.71
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>(3,230.92)</b>	<b>(3,230.92)</b>	<b>(3,230.92)</b>
<b>Balance at March 31, 2022</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(33,249.74)</b>	<b>(26,089.43)</b>	<b>(10,672.19)</b>

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

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Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

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**GOKAK TEXTILES LIMITED**  
**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**1 Corporate Information**

The Company was incorporated under the Companies Act, 1956 under the name of ANS Textiles (Bangalore) Limited on March 27, 2006. The name was changed to Gokak Textiles Limited, with effect from January 23, 2007. As per the scheme of arrangement under the Companies Act, 1956, the Textile Division of erstwhile Forbes Gokak Limited (now known as Forbes & Company Limited) was transferred to Gokak Textiles Limited with effect from April 1, 2007. The Company is in the business of textile, manufacturing cotton yarn, blended yarn, industrial fabrics, terry towels, t-shirts, polos, undergarments, etc.

**2 Significant Accounting Policies**

**(a) Statement of Compliance :**

These separate financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and on accrual basis.

The separate financial statements are presented in addition to the consolidated financial statements presented by the Company.

**(b) Basis of Preparation and presentation :**

- i. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/activities of the Company and the normal time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current .
- ii. The financial statements have been prepared on a historical cost basis, except for the following:
  - (a) Certain financial assets and liabilities that are measured at fair value;
  - (b) Non-current assets held for sale - measured as lower of carrying value or fair value less cost to sale;
  - (c) Defined benefit plans - plan assets measured at fair value.
- iii. All amounts disclosed in the financial statements and notes have been shown in lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

**(c) Use of estimates**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**Assumptions and estimations of uncertainties**

Information about assumptions and estimations of uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

- Note 19 and Note 2(p) - recognition of deferred tax assets
- Note 33 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 2(d) - useful life of property, plant and equipment;
- Note 2(h) - Financial Instruments.

**(d) Property, plant and equipment:**

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Freehold land is carried at cost and not depreciated . The cost comprises purchase price (excluding refundable taxes), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Depreciation on property, plant and equipment has been provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act 2013. Cost of leasehold land is amortised over the period of lease.

Sr. No.	Particulars	Useful Life In years
1	Factory Building and Structures	3 to 60 years
2	Residential Buildings	30 to 60 years
3	Plant & Machinery	10 to 30 years
4	Furniture & Fixtures	10 years
5	Office Equipment	3 to 15 years
6	Motor Vehicles	8 to 10 years

**(e) Intangible Assets:**

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortized over the estimated useful life of respective intangible assets on a straight line basis, from the date they are available for use.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Computer Software - 6 Years

**(f) Investment property :**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with cost model as per Ind AS 16.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

amount of the asset) is included in the statement of profit or loss in the period in which the property is derecognised.

**(g) Investments in Subsidiary :**

Investments in subsidiary are recognised at cost as per Ind AS 27.

**(h) Financial instruments :**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial assets :**

The Company classifies its financial assets in the following categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income or through the statement of profit and loss), and
- (ii) those measured at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

**Equity instruments:** The Company measures its equity instruments (other than in subsidiaries) at fair value through profit and loss.

**Impairment of financial assets:**

The Company measures the expected credit loss associated with its assets based on historical trends, industrial practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk."

**Financial liabilities and equity :**

**Classification as debt or equity**

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss (FVTPL).

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

### Equity

An equity is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

#### (i) Inventories :

Inventories are valued at lower of cost and net realisable value. Cost is determined as follows:

Sr. No	Particulars	Method of determining cost
1	Stores, Spares and Loose Tools	Weighted average for Mills unit and FIFO basis for Garment Division.
2	Raw Materials:	
	(i) Cotton and Other Fibers	Specific identification for Mills unit and FIFO basis for Garment Division.
	(ii) Others	Weighted average
3	Stock-in-Process	Aggregate of material cost and production overheads and other attributable expenses up to stage of completion.
4	Finished Goods	Aggregate of material cost and production overheads.

Provision is made for the cost of obsolescence and other anticipated losses, wherever considered necessary.

#### (j) Borrowing Cost :

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

#### (k) Revenue Recognition :

Revenue comprises revenue from contracts with customers for sale of goods. Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of indirect taxes, returns and discounts.

Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Interest income is recognised using the effective interest rate (EIR) method.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

**(l) Manufacturing and Operating Expenses :**

Manufacturing expenses and operating expenses are charged to revenue on accrual basis.

**(m) Foreign Exchange Transactions :**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the year-end rate and difference in translation and realised gains and losses on foreign exchange transactions are recognised in the statement of profit and loss.

**(n) Provisions and Contingent Liability :**

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligations, in respect of which a reliable estimate can be made. Provisions are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation can not be measured in terms of future outflow of resources or where a reliable estimate of the obligation can not be made.

**(o) Grants :**

Grants from the Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

**(p) Accounting for Taxes on Income :**

Tax expense for the year comprises of current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act.

Deferred Tax Assets and Liabilities are measured using tax rates and tax laws that have been enacted / substantively enacted as on the balance sheet date. Deferred tax assets and liabilities are determined for all temporary timing difference arising between the taxable income and accounting income. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred Tax Assets/Liabilities are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it related to the items recognised in other comprehensive income or directly in equity.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.



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**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**(q) Earnings per Share :**

The Company reports basic and diluted earnings per equity share in accordance with Ind AS 33, on Earnings Per Share. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

**(r) Impairment of non-financial assets :**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such condition exists, the Company estimates the recoverable amount of the assets. If the recoverable amount of such assets or recoverable amount of cash generating units to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at lower of historical cost or recoverable amount.

**(s) Leases :**

**As a lessee**

The Company's leases primarily consist of leases of land and office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Company recognizes a ROU and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and/or low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

**As a lessor**

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

**(t) Cash and cash equivalents :**

For the purpose of presentation in the statement of cash flows, Cash and cash equivalents are cash, balances with bank and short-term (three months or less from the date of placement), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****(u) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss ) for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(v) Non-current assets held for sale :**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets are not depreciated or amortised while they are classified as held for sale.

**(w) Employee Benefits :****Short-term Obligations :**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

**Other long-term employee benefit obligations**

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss. Compensated absence of badli workers is provided on accrual basis.

**Defined Contribution Plans:**

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

**Defined Benefit Plan**

Retirements benefits in the form of Gratuity for eligible permanent employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. Gratuity of badli workers is determined on accrual basis based on the proportionate time of services rendered. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

### (x) Recent accounting pronouncements

On March 31, 2023, Ministry of Corporate Affairs ('MCA') issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 ('the Rules'), applicable for annual reporting periods beginning on or after April 01, 2023, which are as below:

#### **Ind AS 1 – Presentation of Financial Statements:**

Entities are required to disclose its 'material accounting policy information' instead of its 'significant accounting policies'. Guidance has been added to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material. The amendments also clarify that (a) accounting policy information may be material because of its nature, even if the related amounts are immaterial; (b) accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements; and (c) if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. These amendments are not expected to have any material impact on the financial statements of the Company.

#### **Ind AS 8 – Accounting policies, Changes in Accounting estimates and Error:**

The definition of 'change in accounting estimates' is replaced with a definition of 'accounting estimates'. As per the new definition accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The amendments have also added explanation for treatment and recognition of changes in accounting estimates. These amendments are not expected to have any material impact on the financial statements of the Company.

#### **Ind AS 12 – Income taxes:**

Transactions which give rise to equal taxable and deductible temporary differences (at time of the transaction) have been added to exceptions to the initial recognition exemption provided in the Ind AS 12. The amendments also apply to taxable and deductible temporary differences associated with right-of-use assets and lease liabilities, and decommissioning obligations and corresponding amounts recognised as assets at the beginning of the earliest comparative period presented and requires recognition of the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. These amendments are not expected to have any impact on the financial statements of the Company.

#### **Other Ind AS:**

Amendments pertaining to other Ind AS [i.e. Ind AS 34 - Interim Financial Reporting, Ind AS 101 – First Time Adoption of Indian Accounting Standards, Ind AS 102 – Share-based Payments, Ind AS 103 – Business Combinations, Ind AS 107 – Financial Instruments Disclosures, Ind AS 109 – Financial Instruments and Ind AS 115 – Revenue from Contracts with Customers] contained the said Rules are in the nature of either certain corrections of errors/references or consequential changes in respect of the above mentioned amendments and do not have any material impact on existing accounting principles.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 3. Property, plant and equipment (PPE)

(₹ in lakhs)

Particulars	Land	Factory Building	Residential Building	Plant and machinery	Furniture, fixtures and office equipments	Vehicles	Total
<b>Balance at March 31, 2021</b>	<b>11.10</b>	<b>1,857.32</b>	<b>383.42</b>	<b>6,782.05</b>	<b>234.62</b>	<b>48.43</b>	<b>9,316.94</b>
Additions	-	-	-	1.35	0.93	-	2.28
Disposal	-	-	-	275.90	0.31	1.79	278.00
<b>Balance at March 31, 2022</b>	<b>11.10</b>	<b>1,857.32</b>	<b>383.42</b>	<b>6,507.50</b>	<b>235.24</b>	<b>46.64</b>	<b>9,041.22</b>
Additions	-	-	-	25.25	0.75	-	25.99
Assets held for sale re-classified as PPE	-	-	-	73.33	-	-	73.33
Disposal	-	-	-	134.94	33.84	2.92	171.71
<b>Balance at March 31, 2023</b>	<b>11.10</b>	<b>1,857.32</b>	<b>383.42</b>	<b>6,471.13</b>	<b>202.15</b>	<b>43.71</b>	<b>8,968.84</b>
<b>Accumulated depreciation and impairment</b>							
<b>Balance at March 31, 2021</b>	<b>-</b>	<b>567.02</b>	<b>129.62</b>	<b>2,284.37</b>	<b>184.38</b>	<b>8.40</b>	<b>3,173.78</b>
Eliminated on disposals of assets	-	-	-	232.91	0.27	-	233.18
Depreciation expense	-	98.83	19.16	407.34	7.07	4.78	537.18
<b>Balance at March 31, 2022</b>	<b>-</b>	<b>665.85</b>	<b>148.78</b>	<b>2,458.80</b>	<b>191.18</b>	<b>13.18</b>	<b>3,477.78</b>
Eliminated on disposals of assets	-	-	-	126.26	31.08	2.64	159.98
Assets held for sale re-classified as PPE	-	-	-	59.17	-	-	59.17
Depreciation expense	-	97.75	16.53	377.60	3.14	4.78	499.79
<b>Balance at March 31, 2023</b>	<b>-</b>	<b>763.59</b>	<b>165.32</b>	<b>2,769.31</b>	<b>163.24</b>	<b>15.32</b>	<b>3,876.78</b>
<b>Carrying Amount</b>							
<b>Balance at March 31, 2021</b>	<b>11.10</b>	<b>1,290.30</b>	<b>253.80</b>	<b>4,497.68</b>	<b>50.24</b>	<b>40.03</b>	<b>6,143.15</b>
<b>Balance at March 31, 2022</b>	<b>11.10</b>	<b>1,191.47</b>	<b>234.64</b>	<b>4,048.70</b>	<b>44.07</b>	<b>33.46</b>	<b>5,563.43</b>
<b>Balance at March 31, 2023</b>	<b>11.10</b>	<b>1,093.73</b>	<b>218.10</b>	<b>3,701.82</b>	<b>38.91</b>	<b>28.40</b>	<b>5,092.06</b>

## 3.1 Title deeds of all immovable properties are held in the name of the Company except as follows:

Description of property	Gross carrying amount (₹ Lakhs)	Held in the name	Whether promoter, director or their relatives	Period held since	Reason for not being in the name of the Company
Land [parts measuring 29.35 Acres]	11.35	Gokak Patel Volkart Limited	No	1992	The title deeds were held in the name of erstwhile Gokak Patel Volkart Limited which amalgamated into Forbes Gokak Limited and subsequently was demerged into Gokak Textiles Limited. During the year, titles of land parts measuring 38.51 acres were registered in the name of the Company. However, in the case of the balance area of 29.35 acres as disclosed, the Company is still in the process of transferring the title in the name of Company which are under litigation due to certain disputed legal matters.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

3A. Right of Use Assets:

(₹ In Lakhs)

Particulars	Leasehold land and Premises
<b>Gross Block</b>	
Balance as at March 31, 2021	37.67
Additions	-
Deletion	10.74
<b>Balance as at March 31, 2022</b>	<b>26.93</b>
Additions	-
Deletion	-
<b>Balance at March 31, 2023</b>	<b>26.93</b>
<b>Accumulated amortisation and impairment</b>	
Balance as at March 31, 2021	25.49
Depreciation expense	2.18
Deletion	9.40
Balance as at March 31, 2022	18.27
Depreciation expense	2.17
Deletion	-
<b>Balance at March 31, 2023</b>	<b>20.44</b>
<b>Carrying Amount</b>	
Balance as at March 31, 2021	12.18
Balance as at March 31, 2022	8.66
Balance at March 31, 2023	6.49

4. Investment property

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
LAND AT SOLAPUR	11.35	11.35
<b>Total</b>	<b>11.35</b>	<b>11.35</b>

**Fair Value of investment property:**

<b>As at March 2023</b>	<b>490.00</b>
<b>As at March 2022</b>	<b>463.00</b>

**Estimation of Fair value:**

The fair valuation is based on current marked prices of similar properties. This valuation is based on valuations performed by independent valuers who are registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

Fair valuation is based on sales comparison method based on market approach. The fair value measurement is categorised in level 2 fair value hierarchy.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

There were no rental income or direct operating expenses arising from investment property.

## 5. Intangible assets:

(₹ In Lakhs)

Particulars	Computer Software
<b>Cost or Deemed cost</b>	
<b>Balance as at March 31, 2021</b>	<b>79.90</b>
Additions	-
Deletion	-
<b>Balance as at March 31, 2022</b>	<b>79.90</b>
Additions	2.43
Deletion	-
<b>Balance at March 31, 2023</b>	<b>82.33</b>
<b>Accumulated amortisation and impairment</b>	
<b>Balance as at March 31, 2021</b>	<b>72.89</b>
Depreciation expense	1.38
Balance as at March 31, 2022	<b>74.27</b>
Depreciation expense	1.53
<b>Balance at March 31, 2023</b>	<b>75.80</b>
<b>Carrying Amount</b>	
<b>Balance as at March 31, 2021</b>	<b>7.01</b>
<b>Balance as at March 31, 2022</b>	<b>5.63</b>
<b>Balance at March 31, 2023</b>	<b>6.54</b>

## 6. Non Current Investments

## 6A. Break-up of investments

(₹ in lakhs)

particulars	As at March 31, 2023		As at March 31, 2022	
	Qty	Amount	Qty	Amount
a) In subsidiary company at cost				
<b>Unquoted Investments (all fully paid)</b>				
<b>i) Equity Instruments</b>				
Equity shares of ₹ 10 each fully paid up of Gokak Power & Energy Limited	2,49,90,000	2,499.00	2,49,90,000	2,499.00
<b>Total of Unquoted Investments in subsidiary</b>	<b>2,49,90,000</b>	<b>2,499.00</b>	<b>2,49,90,000</b>	<b>2,499.00</b>
<b>b) Other Investments at fair value through profit or loss (FVTPL)</b>				
<b>Unquoted Investments (all fully paid)</b>				
<b>i) Equity Instruments</b>				
Equity shares of ₹ 100 each of Zoroastrian Co-op Bank Limited	25	0.03	25	0.03
<b>Total of Unquoted Investments</b>	<b>25</b>	<b>0.03</b>	<b>25</b>	<b>0.03</b>
<b>TOTAL OF UNQUOTED INVESTMENTS</b>		<b>2,499.03</b>		<b>2,499.03</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

6B. Category-wise other investments – as per Ind AS 109 classification

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Investments carried at fair value through profit or loss (FVTPL)</b>		
In unquoted equity shares of Zoroastrian Co- Operative Bank limited.*	0.03	0.03
	0.03	0.03

\* Value of these shares is ₹ 2,500/-

6C. No additional investments made during the year that are covered under section 186 of the Companies Act, 2013.

7. Trade receivables

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables		
- Related Parties	6.11	25.43
- Others		
a) Unsecured, considered good	194.37	307.38
b) Doubtful	326.59	333.67
Less: Allowance for bad and doubtful debts (expected credit loss)	(326.59)	(333.67)
<b>Total (B)</b>	<b>200.48</b>	<b>332.82</b>

7.1. Trade receivables

As on March 31, 2023

Particulars	Outstanding for following periods from due date of payments						Total Outstanding
	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	179.40	16.67	0.98	2.99	0.45	-	200.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	326.59	326.59
<b>Sub - Total</b>	<b>179.40</b>	<b>16.67</b>	<b>0.98</b>	<b>2.99</b>	<b>0.45</b>	<b>326.59</b>	<b>527.07</b>
Less: Allowance for bad and doubtful debts (expected credit loss)	-	-	-	-	-	-	(326.59)
<b>Total</b>	<b>179.40</b>	<b>16.67</b>	<b>0.98</b>	<b>2.99</b>	<b>0.45</b>	<b>326.59</b>	<b>200.48</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

As on 31<sup>st</sup> March 2022

Particulars	Outstanding for following periods from due date of payments						
	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total Outstanding
(i) Undisputed Trade receivables – considered good	264.88	39.41	3.11	0.84	24.57	-	332.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	333.67	333.67
<b>Sub - Total</b>	<b>264.88</b>	<b>39.41</b>	<b>3.11</b>	<b>0.84</b>	<b>24.57</b>	<b>333.67</b>	<b>666.48</b>
Less: Allowance for bad and doubtful debts (expected credit loss)	-	-	-	-	-	-	(333.67)
<b>Total</b>	<b>264.88</b>	<b>39.41</b>	<b>3.11</b>	<b>0.84</b>	<b>24.57</b>	<b>333.67</b>	<b>332.82</b>

## 7.2 Movement in the allowance for doubtful debts

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year ended March 31, 2022
Balance at beginning of the year	333.67	569.76
Change in allowance for expected credit loss	0.61	-
Amounts written off/received during the year	(7.69)	(236.09)
<b>Balance at end of the year</b>	<b>326.59</b>	<b>333.67</b>

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

## 8. Other financial assets

## 8A Non current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits		
- Unsecured, considered good	124.31	141.49
- Doubtful	-	-
<b>Total</b>	<b>124.31</b>	<b>141.49</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

8B Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Other curent receivables</b>		
- Staff advance - Unsecured, considered good	19.72	2.61
Other Recoveries	122.33	91.09
<b>Total</b>	<b>142.05</b>	<b>93.70</b>

9. Inventories

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Inventories (lower of cost and net realisable value)		
Raw materials	280.04	217.66
Work-in-progress	469.62	385.42
Finished goods	663.76	809.41
Stores and spares including packing materials	157.77	186.80
<b>Total</b>	<b>1,571.19</b>	<b>1,599.29</b>

10. Cash and Bank Balances

10 A Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Balances with Banks</b>		
In current accounts	133.56	194.36
<b>Cash on hand</b>	1.64	2.00
<b>Total</b>	<b>135.20</b>	<b>196.36</b>

10 B Other Bank balances

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances held as margin money / under lien with remaining maturity of less than 12 months	2.89	2.84
<b>Total</b>	<b>2.89</b>	<b>2.84</b>

11. Other assets

11A.Non Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good</b>		
Security Deposits	5.44	5.44

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid expenses	4.50	-
Balances with statutory / government authorities	598.66	620.04
Less : Allowance for doubtful balances	-	-
	<b>598.66</b>	<b>620.04</b>
<b>Total</b>	<b>608.59</b>	<b>625.48</b>

## 11B. Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances for supply of goods and services		
- Unsecured, considered good	13.95	14.89
- Unsecured, considered doubtful	-	69.50
Less : Allowance for bad and doubtful advances	-	(69.50)
	<b>13.95</b>	<b>14.89</b>
Prepaid expenses and Insurance	18.37	40.74
Claims Receivable (Duty Drawback)	-	0.51
<b>Total</b>	<b>32.32</b>	<b>56.14</b>

## 11C. Movement in the allowance for doubtful advances

Particulars	Year Ended March 31, 2023	Year ended March 31, 2022
Balance at beginning of the year	69.50	70.09
Change in allowance for bad and doubtful advances	-	-
Amounts written off during the year as uncollectible	(69.50)	(0.59)
Balance at end of the year	-	69.50

## 12. Assets classified as held for sale

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Plant and Machineries*	-	16.29
<b>Total</b>	<b>-</b>	<b>16.29</b>

\*During the year, post sale of certain assets held for sale, the Management has remaining unsold assets as Property plant and equipment and continue to use the asset in the operations (Refer Note 3).

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

13. Equity Share Capital

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised Share capital :</b>		
70,00,000 fully paid equity shares of ₹ 10 each	700.00	700.00
22,00,00,000 Non Cumulative, non convertible Redemmmable preference shares of ₹ 10 each	22,000.00	22,000.00
	<b>22,700.00</b>	<b>22,700.00</b>
<b>Issued, subscribed and paid-up share capital:</b>		
64,99,308 fully paid equity shares of ₹ 10 each	649.93	649.93
	<b>649.93</b>	<b>649.93</b>

13.1. Fully paid equity shares

Particulars	Number of shares	Share capital (₹ in Lakhs)
<b>Balance as at April 1, 2021</b>	<b>64,99,308</b>	<b>649.93</b>
Movements	-	-
<b>Balance as at March 31, 2022</b>	<b>64,99,308</b>	<b>649.93</b>
Movements	-	-
<b>Balance as at March 31, 2023</b>	<b>64,99,308</b>	<b>649.93</b>

**Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.2. Details of shares held by the holding company, its subsidiaries and associates

Particulars	Fully paid ordinary shares	
	As at March 31, 2023	As at March 31, 2022
<b>Balance at the beginning of the period :</b>		
Shapoorji Pallonji and Company Private Limited, the holding company	47,80,845	47,80,845
<b>Total</b>	<b>47,80,845</b>	<b>47,80,845</b>

13.3. Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
Fully paid equity shares				
Shapoorji Pallonji and Company Private Limited	47,80,845	73.56	47,80,845	73.56
<b>Total</b>	<b>47,80,845</b>	<b>73.56</b>	<b>47,80,845</b>	<b>73.56</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

13.4. The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

**13.5. Details of shareholding of promoters**

Promoter Name	As at March 31, 2023		As at March 31, 2022	
	number of shares held	percentage of total shares	number of shares held	percentage of total shares
Shapoorji Pallonji and Company Private Limited	47,80,845	73.56%	47,80,845	73.56%

*There is no change in the shareholding of promoters during the year.*

**14A Instruments entirely equity in nature**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Perpetual Loans ( Unsecured)</b>				
Balance at beginning of the year	-	-	-	-
<b>Movements during the year:</b>				
From Evangelous Ventures Private Limited (Refer note (a) beow)	2,465.27	-	-	-
From Shapoorji Paloonji & Company Private Limited (Refer note (b) beow)	8,457.00	-	-	-
<b>Balance at end of the year</b>	<b>10,922.27</b>	-	-	-

- (a) During the year, the Company entered into an agreement with Evangelous Ventures Private Limited ('the Lender'), where unsecured Inter-Corporate-Deposits ('ICD') having principal amount aggregating to ₹ 1,765.27 lakhs (including interest accrued thereon) as at April 01, 2022 repayable on demand with interest rate of 8.00% per annum, are converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2022. The said Perpetual Loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company up to 8.00% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all existing amount borrowed or debt securities issued by the Company to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the Company. Based on the above terms, the Company does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company. Accordingly, the said Perpetual Loan has been classified as instruments entirely equity in nature. The Company has, subsequently, received ₹ 700.00 lakhs on same terms.
- (b) During the year, the Company entered into an agreement with Shapoorji Pallonji & Company Private Limited ('the Lender'), where unsecured Inter-Corporate-Deposits ('ICD') having principal amount aggregating to ₹ 8,457.00 lakhs as at April 01, 2022 repayable on demand with interest rate of 11.50% per annum, are converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2022. The said Perpetual Loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company up to 11.50% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all existing amount borrowed or debt securities issued by the Company to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the Company. Based on the above terms, the Company does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company. Accordingly, the said Perpetual Loan has been classified as instruments entirely equity in nature.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**14B Other equity**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>a) General reserve (Refer Note 1)</b>		
Balance at beginning of the year	7,160.32	7,160.32
Movements during the year	-	-
<b>Balance at end of the year</b>	<b>7,160.32</b>	<b>7,160.32</b>
<b>b) Equity component of Preference Shares</b>		
7% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	3,573.22	3,573.22
11% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	11,844.01	11,844.01
Movements during the year	-	-
<b>Balance at end of the year</b>	<b>15,417.23</b>	<b>15,417.23</b>
<b>c) Retained earnings</b>		
Balance at beginning of year	(33,249.74)	(30,018.82)
Profit/(Loss) for the year	358.82	(3,258.63)
Other Comprehensive income for the year	66.60	27.71
<b>Balance at end of the year</b>	<b>(32,824.32)</b>	<b>(33,249.74)</b>
<b>Total</b>	<b>(10,246.77)</b>	<b>(10,672.19)</b>

- (i) The general reserve represents amounts appropriated out of retained earnings based on the provisions of the Act prior to its amendment.
- (ii) Retained earnings represents net profits after distributions and transfers to other reserves.
- (iii) Equity component of Preference Shares represents equity component of Non-cumulative, non-convertible, Redeemable Preference Shares in accordance with Ind As 32 Financial Instruments: Presentation.

**15. Borrowings**

(₹ in lakhs)

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
a) Liability component of preference shares	3,916.16	3,519.94	-	-
b) Inter corporate deposits, unsecured:				
(i) From Holding Company (Refer Note 14A) [ @11.50% p.a. and is repayable on or after April 1, 2023 ]"	-	11,548.06	-	-
(ii) From Evangelos Ventures Pvt Limited (Refer Note 14A) [ @ 8% p.a. and repayable on or after March 31, 2024 ]"	-	1,765.27	-	-
(iii) From S.P Development Manager @26% p.a. repayable upto June 2024	-	-	350.00	-
<b>Total Non-current borrowings</b>	<b>3,916.16</b>	<b>16,833.27</b>	<b>350.00</b>	<b>-</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 16. Details of Non-cumulative, Non-Convertible, Redeemable Preference Shares issued by the Company:

(₹ in lakhs)

Sr. No.	Face Value per Preference Share and Date of Allotment	As at March 31, 2023	As at March 31, 2022	Rate of Dividend
1	20,000,000 preference shares of ₹10 each - September 30, 2015	2,000	2,000	7%
2	20,000,000 preference shares of ₹10 each - March 17, 2016	2,000	2,000	7%
3	30,000,000 preference shares of ₹10 each - September 27, 2016	3,000	3,000	11%
4	35,000,000 preference shares of ₹10 each - March 24, 2017	3,500	3,500	11%
5	35,000,000 preference shares of ₹10 each - December 30, 2017	3,500	3,500	11%
6	35,000,000 preference shares of ₹10 each - December 12, 2018	3,500	3,500	11%
	<b>Total</b>	<b>17,500</b>	<b>17,500</b>	

**16.1** Preference shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.

**16.2** As the preference shares are mandatorily redeemable at a fixed or determinable future date as may be determined by the board of the Company and payment of dividend being discretionary, the instrument is compound financial instrument. In absence of market rate of interest, the management has determined the liability component on the basis of average rate of interest of its long term borrowings as at the date of allotment.

## 17. Other financial liabilities

(₹ in lakhs)

## Current

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits	85.03	52.79
Other Payables (Salary and Others)	560.90	531.90
<b>Total</b>	<b>645.93</b>	<b>584.69</b>

## 18. Provisions

(₹ in lakhs)

## 18A. Non current

Particulars	As at March 31, 2023	As at March 31, 2022
<b>a) Employee benefits</b>		
Compensated absences	78.81	83.14
Gratuity (Funded)	172.10	156.44
Gratuity - Badli Workers (Unfunded)	414.15	410.40
<b>b) Other provisions</b>		
Provision for Contingencies (Refer note 47 for movement in provision for contingencies)	938.95	892.15
<b>Total</b>	<b>1,604.01</b>	<b>1,542.12</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

18B. Current

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Employee benefits</b>		
Compensated absences	18.14	14.44
Gratuity (Funded)	135.24	137.71
<b>Total</b>	<b>153.38</b>	<b>152.15</b>

19. Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	1,025.76	1,060.61
Deferred tax liabilities	1,025.76	1,060.61
<b>Net</b>	<b>-</b>	<b>-</b>

Current Year (2022-2023)

(₹ in lakhs)

Particulars	Opening balance	Recognised in profit or loss	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>			
a) Property, plant and equipment	(1,060.61)	34.85	(1,025.76)
b) Bonus	50.19	(2.96)	47.23
c) Doubtful debts	83.98	(1.78)	82.20
d) Defined benefit obligation	201.87	4.11	205.98
e) Lease Liabilities / ROU assets	1.70	(1.70)	-
f) Provision for Contingencies	224.54	11.77	236.31
g) Provision for Advances	17.63	(17.63)	-
h) MAT Credit	63.00	-	63.00
i) Others - Unabsorbed Depreciation and losses	417.70	(26.66)	391.04
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

Previous Year ( 2021-2022)

(₹ in lakhs)

Particulars	Opening balance	Recognised in profit or loss	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>			
a) Property, plant and equipment	(1,139.02)	78.41	(1,060.61)
b) Other liabilities & Provisions	51.22	(1.03)	50.19
c) Doubtful debts	143.40	(59.42)	83.98
d) Defined benefit obligation	187.13	14.74	201.87

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	Opening balance	Recognised in profit or loss	Closing balance
e) Other financial Liabilities	1.77	(0.07)	1.70
f) Provision for Contingencies	212.76	11.78	224.54
g) Provision for Advances	17.64	(0.02)	17.63
h) MAT Credit	63.00	-	63.00
i) Others - Unabsorbed Depreciation and losses	462.10	(44.40)	417.70
<b>Total</b>	-	-	-

**Unrecognised deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits:**

Particulars	As at March 31, 2023	As at March 31, 2022
Deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
- tax losses including unabsorbed depreciation (revenue in nature)	27,443.87	27,696.20
	<b>27,443.87</b>	<b>27,696.20</b>

Note: The unrecognised tax credits will expire in 8 years from the respective years in which tax losses are incurred and are subject to assessment by income tax authorities.

**20. Other liabilities****20 Current**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances from customers	8.04	10.05
Statutory remittances	91.15	67.28
<b>Total</b>	<b>99.19</b>	<b>77.33</b>

**21. Trade payables****21 Current**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade payables for Goods and Services</b>		
(a) "Total outstanding dues of micro enterprises and small enterprises	1.53	0.84
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties	704.64	239.80
- Others	1,687.20	1,796.12
<b>Sub Total</b>	<b>2,391.84</b>	<b>2,035.92</b>
<b>Total</b>	<b>2,393.37</b>	<b>2,036.76</b>



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**21.1 Undisputed trade payable ageing schedule:**

Particulars	As at March 31, 2023	
	MSME	Others
Not Due	1.53	813.62
Less Than 1 year	-	932.85
1-2 years	-	546.16
2-3 years	-	82.89
More than 3 years	-	16.31
<b>Outstanding</b>	<b>1.53</b>	<b>2,391.84</b>

Particulars	As at March 31, 2022	
	MSME	Others
Not Due	0.84	760.55
Less Than 1 year	-	1,133.92
1-2 years	-	57.36
2-3 years	-	70.72
More than 3 years	-	13.37
<b>Total Outstanding</b>	<b>0.84</b>	<b>2,035.92</b>

**21.2** There were no disputed trade payables as at March 31, 2023 and as at March 31, 2022.

**22. Income tax assets**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance Tax (Net)	67.64	66.97
<b>Total</b>	<b>67.64</b>	<b>66.97</b>

**23. Revenue from operations**

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>A) Revenue from contracts with customers</b>		
<b>(i) Sale of products</b>		
Manufactured Goods	7,273.54	11,619.29
<b>(ii) Sale of services</b>		
Processing Income	404.22	326.91
	<b>7,677.75</b>	<b>11,946.20</b>
<b>B) Other operating income</b>		
i) Waste Sales	224.98	62.69
ii) Export incentives	-	-
<b>Total</b>	<b>7,902.73</b>	<b>12,008.89</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

23.1.	Reconciliation of revenue recognised with contract price:	Year Ended March 31, 2023	Year Ended March 31, 2022
	Total contract price with customers	7,696.01	11,985.13
	Less: adjusted for discounts and rebates	(18.25)	(38.93)
	Less: adjusted for sales retruns	-	-
	<b>Revenue recognised (Goods and Services)</b>	<b>7,677.75</b>	<b>11,946.20</b>

## 24. Other Income

(₹ in lakhs)

	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a)	<b>Interest income earned on financial assets measured at amortised cost</b>		
i)	Interest on Security Deposits (From subsidiary)	0.16	0.20
ii)	Bank deposits	0.27	0.30
iii)	Interest on Security Deposits (From others)	4.07	3.38
	<b>Total (a)</b>	<b>4.51</b>	<b>3.88</b>
b)	<b>Other Non-Operating Income</b>		
i)	Credit balances/ excess provision written back	62.62	18.72
ii)	Rent income	156.25	90.85
iii)	Miscellaneous income	100.44	44.50
iv)	Recovery of electricity tariff Time of Day (TOD) claim	-	125.26
	<b>Total (c)</b>	<b>319.31</b>	<b>279.32</b>
c)	<b>Other gains and losses</b>		
i)	Gain/(loss) on disposal of PPE	38.12	119.42
ii)	Net foreign exchange gains/(losses)	-	0.02
	<b>Total (d)</b>	<b>38.12</b>	<b>119.44</b>
	<b>Total (a+b+c)</b>	<b>361.94</b>	<b>402.64</b>

## 25. Cost of materials consumed

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Raw material Stocks at the beginning of the Year	217.66	274.04
Purchases during the year	5,313.60	7,647.25
	<b>5,531.26</b>	<b>7,921.29</b>
Less: Raw material Stocks at the end of the Year	(280.04)	(217.66)
	<b>5,251.22</b>	<b>7,703.63</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**26. Changes in inventories of finished goods and work-in-progress**

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Changes in inventories of finished goods and work-in-progress</b>		
Inventories at the end of the year:		
i) Finished goods (including stock in transit)	663.76	809.41
ii) Work-in-progress	469.62	385.42
	<b>1,133.38</b>	<b>1,194.83</b>
<b>Inventories at the beginning of the year:</b>		
i) Finished goods (including stock in transit)	809.41	873.34
ii) Work-in-progress	385.42	506.40
	<b>1,194.83</b>	<b>1,379.74</b>
<b>Net decrease/(increase)</b>	<b>61.45</b>	<b>184.91</b>
<b>Total</b>	<b>5,312.68</b>	<b>7,888.53</b>

**27. Employee benefits expense**

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
i) Salaries and Wages	2,202.93	2,458.94
ii) Contribution to provident and other funds	408.27	439.76
iii) Staff Welfare Expenses	96.51	151.46
<b>Total</b>	<b>2,707.72</b>	<b>3,050.16</b>

**28. Finance costs**

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>At amortised costs:</b>		
i) Interest on bank overdrafts and loans	-	-
ii) Interest on loans from related parties	-	1,045.08
iii) Interest on Others	49.18	47.29
iv) Bank Charges	2.01	1.92
v) Unwinding of interest on lease liabilities	1.58	1.86
vi) Interest on liability component of compound financial instruments	396.22	356.10
<b>Total</b>	<b>448.99</b>	<b>1,452.25</b>

**29. Depreciation and Amortisation expenses**

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
i) Depreciation of property, plant equipment	499.79	537.19
ii) Amortisation of Intangible assets	1.53	1.38
iii) Amortisation of Right of Use assets	2.17	2.17
<b>Total</b>	<b>503.50</b>	<b>540.74</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 30. Other expenses

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Consumption of stores and spare parts	52.25	86.22
Consumption of packing Material	84.73	144.18
Processing charges	47.00	48.56
Power and fuel	1,169.46	1,539.69
Transportation, freight and handling charges	81.13	182.07
Hank Yarn Obligation	8.03	25.47
Rent and hire charges	8.05	3.62
<b>Repairs to :</b>		
i) Buildings	20.29	29.87
ii) Plant and machinery	63.91	146.56
iii) Others	76.98	61.69
Insurance	64.69	67.78
Rates and taxes	110.26	104.29
Brokerage and commission	12.73	5.83
Printing and Stationery	8.51	5.98
Communication	6.41	7.81
Legal and professional charges	80.92	94.04
Travelling and conveyance	11.04	8.13
Sundry Balances written off	-	0.08
Directors Sitting Fees	16.40	15.70
Provision for doubtful trade receivables	0.61	0.52
Bad Debts	-	36.18
Miscellaneous expenses	79.84	103.43
<b>Total</b>	<b>2,003.24</b>	<b>2,717.70</b>
a) To Statutory auditors		
i) For audit	10.00	10.00
ii) For tax audit fees	2.00	2.00
iii) For limited review and certification	7.00	7.00
	<b>19.00</b>	<b>19.00</b>
<b>b) To Cost auditors</b>	1.50	1.50
<b>c) For reimbursement of expenses</b>	0.28	0.27
<b>Total (a+b+c)</b>	<b>20.78</b>	<b>20.77</b>
<b>Total</b>	<b>2,024.02</b>	<b>2,738.47</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**
**30.1 Exceptional Item - Income**

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest payable on ICD waived off by Holding Company	3,091.06	-
<b>Total</b>	<b>3,091.06</b>	<b>-</b>

Based on the communication received from the Holding Company, considering the financial difficulties faced by the Company, the Board of Directors of the Holding Company has approved full waiver of the interest accrued on Interest Corporate Deposits upto March 31, 2022. Accordingly, subsequent to the conversion of said ICDs into Perpetual Loans as detailed in Note 14A of Financial Statement. the Company, with approval of the Board of Directors of the Company, has written back the interest payable of ₹3,091.06 lakhs to the Holding Company and has been disclosed as exceptional income in Statement of Profit and Loss.

**31. Earnings per share**

The earnings per share is calculated by dividing the Profit/ (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earnings are stated below :-

(₹ in lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>A)</b> Profit/(loss) for the year attributable to owners of the Company	358.82	(3,258.63)
<b>B)</b> Number of equity shares for the purposes of basic/diluted earnings per share [Quantity in Lakhs; Nominal value of ₹ 10 each]	64.99	64.99
<b>Basic and diluted Earnings in rupees per share (A/B)</b>	<b>5.52</b>	<b>(50.14)</b>

**32. Employee benefits obligations :**
**Defined-contribution plans:**

The Company's provident fund scheme is a defined contribution plan. The Company's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner.

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Provident fund	215.17	244.00
Superannuation fund	11.86	11.77
<b>Total contribution</b>	<b>227.04</b>	<b>255.77</b>

**Defined Benefit Plan:**

The Company's gratuity scheme is a defined benefit scheme. The Company maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Sr. No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>a)</b>	<b>Change in Present Value of Obligation</b>		
	Present value of the obligation at the beginning of the year	1,861.30	1,837.67
	Current Service Cost	59.80	62.83
	Interest Cost	124.85	116.83
	Past service cost	-	-
	Actuarial (Gain) / Loss on Obligation due to experience	(19.04)	(26.30)
	Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(48.61)	(4.58)
	Actuarial (Gain) / Loss on Obligation due to change in demographic assumptions	-	(1.32)
	Benefits Paid	(98.37)	(123.82)
	<b>Present value of the obligation at the end of the year</b>	<b>1,879.93</b>	<b>1,861.30</b>
<b>b)</b>	<b>Change in Plan Assets</b>		
	Fair value of Plan Assets at the beginning of the year	1,567.16	1,591.57
	Interest Income	104.56	100.75
	Return on plan assets excluding interest income	(1.05)	(4.50)
	Contributions by Plan Participants	0.30	0.26
	Benefits Paid	(98.37)	(120.93)
	Fair value of Plan Assets at the end of the year	<b>1,572.59</b>	<b>1,567.16</b>
<b>c)</b>	<b>Amounts Recognised in the Balance Sheet</b>		
	Present value of Obligation at the end of the year	(1,879.93)	(1,861.30)
	Fair value of Plan Assets at the end of the year	1,572.59	1,567.16
	<b>Net asset/(liability) at the end of the year</b>	<b>(307.34)</b>	<b>(294.14)</b>
<b>d)</b>	<b>Amounts Recognised in the Statement of Profit and Loss</b>		
	Current Service Cost	59.80	62.83
	Finance cost / (income)	20.30	16.09
	Past service cost	-	-
	<b>Net impact on the loss before tax</b>	<b>80.10</b>	<b>78.92</b>
<b>e)</b>	<b>Amounts Recognised in Other Comprehensive Income</b>		
	Actuarial (gains) / losses for the period	(67.66)	(32.21)
	Return on plan asset excluding interest income	1.04	4.50
	<b>Net (income) / expenses for the period recognised in other comprehensive income</b>	<b>(66.60)</b>	<b>(27.70)</b>
<b>f)</b>	<b>Actual return on Plan Assets</b>		
	Interest Income	(104.56)	(100.75)
	Actuarial Gain / (Loss) on Plan Assets	-	-
	Actual return on Plan Assets	<b>(104.56)</b>	<b>(100.75)</b>
<b>g)</b>	<b>Actuarial Assumptions</b>		
	i) Discount Rate	7.41%	6.90%
	ii) Expected Rate of Return on Plan Assets	7.41%	6.90%
	iii) Salary Escalation Rate	4.00%	4.00%
	iv) Attrition Rate	2.00%	2.00%
	v) Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2006-08) Ultimate

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

(₹ in lakhs)

<b>Maturity Analysis of the benefit payments from the fund</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
Projected Benefits payable in future years from the date of reporting		
1 St Following Year	293.27	230.64
2 nd Following Year	146.82	135.98
3 rd Following Year	179.06	181.40
4 th Following Year	234.29	177.07
5 th Following Year	211.48	221.35
Sum of years 6 th to 10 th	991.48	1,003.97
Sum of years 11 th and above	839.77	949.58

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

(₹ in lakhs)

<b>Sensitivity Analysis</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
Projected Benefit obligation On Current Assumptions	1,879.93	1,861.30
Delta effect of +1% Change in rate of Discounting	(88.98)	(97.99)
Delta effect of -1% Change in rate of Discounting	97.55	108.04
Delta effect of +1% Change in rate of Salary increase	99.89	110.09
Delta effect of -1% Change in rate of Salary increase	(92.61)	(101.52)
Delta effect of +1% Change in rate of Employee Turnover	17.87	17.39
Delta effect of -1% Change in rate of Employee Turnover	(19.07)	(18.64)

Above disclosures have been made on the basis of certificate received from the actuary. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Management has made provision for gratuity payable to badli workers on the basis of actual valuation as in opinion of the management, the future expected service of badli workers could not be estimated. Provision for gratuity payable to badli workers on the basis of actual valuation as at March 31, 2023 is ₹ 414.15 lakhs (March 31, 2022 is ₹ 410.40 lakhs).

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, the latest mortality table available has been considered.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate are an increase in salary inflation will lead to increase in reported liability.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 33A. Lease

The company has taken certain office premises and leasehold land under cancellable operating leases. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the company do not contain any variable lease payment or any residual value guarantees. The company has not entered into any sublease agreement.

Information in respect of leases for which right-of-use assets and corresponding lease liabilities have been recognised are as follows:

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Carrying amount right-of-use assets at beginning of the year	8.66	12.18
Additions to right-of-use assets during the year	-	-
Deletions to right-of-use assets during the year	-	(1.34)
Amortisation of right-of-use assets during the year	2.18	2.18
Interest expense (unwinding of discount) on lease liabilities	1.58	1.86
Total cash outflows in respect of leases	4.33	4.33
Carrying amount right-of-use assets at year end	6.49	8.66

(Refer note 42 for maturity analysis of lease liabilities)

Lease rentals of ₹ 8.05 lakhs (PY: ₹ 1.03 lakhs) in respect of short term lease have been recognised in the statement of profit and loss as rent expense.

## Financial Ratios

Ratio	Numerator	Denominator	F.Y. 22-23	F.Y. 21-22	% Variance	Remarks [For variance more than 25%]
Current Ratio (times)	Total Current Assets	Total Current Liabilities	0.57	0.73	-22%	-
Inventory turnover ratio (times)	COGS	Average Inventory	2.51	5.15	-51%	Due to decrease on cost of goods sold on account of reduction in turnover without corresponding decrease in average inventory levels.
Trade receivables turnover ratio (times)	Revenue from Operations	Average Accounts Receivable	29.64	28.27	5%	-
Trade payable turnover ratio (times)	Purchases/ Services Unbilled	Average Accounts Payable	2.40	2.11	14%	-
Net profit ratio (%)	Profit/(Loss) for the year	Revenue from Operations	(34.57)	(34.79)	-1%	-

Note: Net working capital and the net-worth and of the Company is negative. Accordingly, certain ratios such as return on capital employed, net capital turnover, return on capital employed and debt-equity ratios are not considered applicable.



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**34. Related Party Disclosures**

**Name of the Related Parties and Description of Relationship:**

**Holding Company**

Shapoorji Pallonji and Company Private Limited.

**Subsidiary - Direct**

Gokak Power & Energy Limited

**Fellow Subsidiaries (where there are transactions)**

Forbes & Company Limited  
 Eureka Forbes Limited  
 Forbes Facility Services Private Limited  
 Manjri Stud Farm Private Limited  
 Relationship Properties Private Limited  
 Suryoday One Energy Private Limited  
 Forvol International Services Limited  
 Evangelos Ventures Private Limited  
 Shapoorji Pallonji Infrastructure Capital Company Private Limited  
 Shapoorji Palloni Development Managers Private Limited

**Trusts**

Gokak Falls Education and medical Trust  
 Gokak Textiles Graituity Fund

**Key Management Personnel and their relatives:-**

CEO and Managing Director, Mr. Ramesh R Patil  
 Chief Financial Officer, Mr. Vipin Kumar Sharma  
 Company Secretary, Mr. Rakesh Nanwani.

**Directors:**

Mr. Nikhil Bhatia  
 Mr. Pradip N. Kapadia  
 Mr. D. G. Prasad  
 Mr. Vinod Bhandawat  
 Ms. Tripti J. Navani

**Particulars of transaction with Related Parties**

(₹ in lakhs)

Year ended March 31, 2023 ( Previous Year March 31, 2022)	Holding Company	Subsidiary	Fellow Subsidiaries	Key Managerial Personnel	Trust	Total
Nature of Transactions						
<b>1 INCOME</b>						
(i) Interest	-	0.12	-	-	-	0.12
Previous Year	-	0.12	-	-	-	0.12
(ii) Sale of Goods & Services	1.52	-	5.00	-	34.08	40.60
Previous Year	5.90	-	0.25	-	-	6.15

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

(₹ in lakhs)

Year ended March 31, 2023 ( Previous Year March 31, 2022)	Holding Company	Subsidiary	Fellow Subsidiaries	Key Managerial Personnel	Trust	Total
Nature of Transactions						
(iii) Rent	-	-	23.15	-	51.81	74.96
Previous Year	-	-	23.15	-	-	23.15
(iv) Exceptional Income - Interest waiver	3,091.06	-	-	-	-	3,091.06
Previous Year	-	-	-	-	-	-
<b>2 EXPENSES</b>						
(i) Rent	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
(ii) Services	19.88	-	1.33	-	-	21.22
Previous Year	19.29	-	0.32	-	-	19.62
(iii) Purchase of Electricity (incl Electricity Tax)	-	436.20	111.50	-	-	547.70
Previous Year	-	678.49	11.36	-	-	689.85
(iv) Director's sitting fees	-	-	-	16.40	-	16.40
Previous Year	-	-	-	15.70	-	15.70
(v) Interest	-	-	-	-	-	-
Previous Year	972.56	-	72.53	-	-	1,045.08
(vi) KMP Remuneration	-	-	-	84.11	-	84.11
Previous Year	-	-	-	78.52	-	78.52
<b>3 Reimbursements</b>						
Amount recovered on behalf	-	-	-	-	14.52	14.52
Previous Year	-	-	-	-	8.90	8.90
<b>4 Preference Shares Issued during the year</b>						
Previous Year	-	-	-	-	-	-
<b>5 ICD Taken</b>			<b>1,050.00</b>			<b>1,050.00</b>
Previous Year	-	-	1,700.00	-	-	1,700.00
<b>6 ICD Repaid</b>						
Previous Year	-	-	-	-	-	-
<b>7 Deposits given</b>						
Previous Year	-	-	-	-	-	-
<b>8 OUTSTANDINGS</b>						
Deposits Receivables	-	1.00	-	-	-	1.00
Previous Year	-	1.00	-	-	-	1.00
Receivables	0.21	-	5.90	-	-	6.11
Previous Year	0.86	-	24.57	-	-	25.43
Deposits Payables	-	-	-	-	33.32	33.32
Previous Year	-	-	-	-	-	-
Payables	79.69	578.22	395.94	-	0.80	1,054.64
Previous Year	11,609.23	171.47	1,772.44	-	1.29	13,554.42
Perpetual Loans (Reclassified to Instruments entirely equity in nature )	8,457.00	-	2,465.27	-	-	10,922.27
Previous Year	-	-	-	-	-	-
Preference shares balance	17,500.00	-	-	-	-	17,500.00
Previous Year	17,500.00	-	-	-	-	17,500.00

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**34A Details of Related Party Transactions**

(₹ in lakhs)

Nature Of Transaction	Year Ended March 31, 2023	Year Ended March 31, 2022	Nature Of Transaction	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Services Received (Expense)</b>			<b>Amounts Recovered on Behalf</b>		
Shapoorji Pallonji & Company Private Limited	19.88	19.29	Gokak Falls Education & Medical Trust	14.52	8.90
Forvol International Services Limited	1.33	0.32			
Forbes & Co Limited*	-	0.00	<b>KMP Remuneration</b>		
			R R Patil	59.04	54.67
<b>Rent (Income)</b>			Vipan Kumar Sharma	17.38	17.38
Suryoday One Energy Private Limited	23.15	23.15	Rakesh Nanwani	7.69	6.47
The gokak falls educational and medical trust	45.00	-			
The gokak mills charitable trust	6.81	-	<b>Sitting Fees</b>		
			Mr. Pradeep Kapadia	5.45	5.00
<b>Interest Income</b>			Mr. D G Prasad	4.75	4.25
Gokak Power & Energy Limited	0.12	0.12	Ms. Tripti J. Navani	1.20	1.25
			Mr. Nikhil Bhatia	3.70	3.50
<b>Service Income</b>			Mr. Vinod Bhandawat	1.30	1.70
Shapoorji Pallonji Infrastructure Capital Company Private Limited	5.00	-			
The gokak mills charitable trust	34.08	-	<b>Deposit (Receivable)</b>		
			Gokak Power & Energy Limited	1.00	1.00
<b>Sale of Goods</b>					
Shapoorji Pallanji & Company Private Limited - New Delhi	1.13	1.94	<b>Receivables</b>		
Shapoorji Pallonji & Company Private Limited - Karnataka	0.28	3.96	Shapoorji Pallonji & Company Private Limited - New Delhi	0.21	0.47
Shapoorji Pallonji & Company Private Limited -Mumbai	0.12	-	Shapoorji Pallonji & Company Private Limited - Karnataka	-	0.39
Relationship Properties Private Limited	-	0.25	Suryoday One Energy Private Limited	-	24.57
			Shapoorji Pallonji Infrastructure Capital Company Private Limited	5.90	
<b>Power purchase</b>			<b>Deposit (Payable)</b>		
Gokak Power & Energy Limited (Including Electricity Tax)	436.20	678.49	The gokak falls educational and medical trust	12.26	-
Suryoday One Energy Private Limited	111.50	11.36	The gokak mills charitable trust	21.06	-
<b>Interest Expense On ICD</b>			<b>Payables</b>		
Shapoorji Pallonji & Company Private Limited	-	972.56	Shapoorji Pallonji & Company Private Limited (ICD)	-	11,548.06
Evangelos Ventures Private Limited	-	72.53	Evangelos Ventures Pvt. Ltd. (ICD)	-	1,765.27
			Gokak Falls Education & Medical Trust	0.80	1.29
			Gokak Power & Energy Limited	578.22	171.47

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

(₹ in lakhs)

Nature Of Transaction	Year Ended March 31, 2023	Year Ended March 31, 2022	Nature Of Transaction	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Exceptional Income - Interest waiver</b>			Forvol International Services Limited	0.01	-
Shapoorji Pallonji & Company Private Limited	3091.06	-	Forbes & Company Limited	6.79	7.16
			Shapoorji Pallonji & Company Private Limited (Mumbai)	79.69	61.17
<b>Loans Taken</b>			Shapoorji Pallonji Development Manager (ICD)	350.00	-
Evangelos Ventures Private Limited (converted to perpetual loan)	700.00	1,700.00	Suryoday One Energy Private Limited	39.14	-
Shapoorji Palloni Development Managers Private Limited	350.00	-			
			<b>Preference Shares Balance</b>		
			Shapoorji Pallonji & Company Private Limited	17,500.00	17,500.00
			<b>Perpetual Loans (Reclassified to Instruments entirely equity in nature )</b>		
			Shapoorji Pallonji & Company Private Limited	8,457.00	-
			Evangelos Ventures Private Limited	2,465.27	-

\* Value of transaction is ₹ 12/-

Compensation of key management personnel of the Company	Year ended March 31, 2023	Year ended March 31, 2022
Short-term employee benefits	84.11	78.52
Post-employment benefits#	-	-
Other long-term benefits#	-	-
Share-based payments	-	-

# As the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

**35 Micro, Small and Medium Enterprises**

Under the Micro, Small and Medium Enterprises Development Act , 2006, which came into force on October 2, 2006, the Company is required to make certain disclosures relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling and assimilating the relevant information from its suppliers about their coverage under the Act. Since the relevant information is not readily available for all the suppliers, the disclosures have been made to the extent of information available with the Company.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

(₹ in lakhs)

Sr. No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
1	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	1.53	0.84
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
4	The amount of interest accrued and remaining unpaid at the end of year; and	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

**36 Fair Value Disclosures**

(₹ in lakhs)

A) Categories of Financial Instruments:	As at March 31, 2023			As at March 31, 2022		
	FVTPL	FVTOCI	Cost / Amortised Cost	FVTPL	FVTOCI	Cost / Amortised Cost
<b>i) Financial Assets</b>						
Investments	0.03	-	2,499.00	0.03	-	2,499.00
Trade Receivables	-	-	200.48	-	-	332.82
Cash and Bank Balances	-	-	135.20	-	-	196.36
Bank balances other than above	-	-	2.89	-	-	2.84
Other Financial Assets	-	-	266.36	-	-	235.19
	<b>0.03</b>	<b>-</b>	<b>3,103.93</b>	<b>0.03</b>	<b>-</b>	<b>3,266.21</b>
<b>ii) Financial liabilities</b>						
Borrowings	-	-	4,266.16	-	-	16,833.27
Lease Liabilities	-	-	12.67	-	-	15.42
Trade Payables	-	-	2,393.38	-	-	2,036.76
Other Financial Liabilities	-	-	645.94	-	-	584.69
	<b>-</b>	<b>-</b>	<b>7,318.14</b>	<b>-</b>	<b>-</b>	<b>19,470.14</b>

(FVTPL: Fair value through profit and loss; FVOCI: Fair value through other comprehensive income)

**Fair Value Hierarchy and Method of Valuation**

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the asset or liabilities that are not based on observable market data (unobservable inputs).

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

B) Financial Assets	As at March 31, 2023					
	Notes	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Measured at FVTPL Investments (Unquoted)</b>						
Investments in Equity Instruments	6A(b)(i)	0.03	-	-	0.03	0.03

Financial Assets	As at March 31, 2022					
	Notes	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Measured at FVTPL Investments</b>						
Investments in Equity Instruments (unquoted)	6A(b)(i)	0.03	-	-	0.03	0.03

- C) Considering the value of investments, the management has determined the fair value of these investment as constant throughout the period till March 31, 2023.

**37 Capital Management**

The Company aims to optimise returns to shareholders and safeguard its ability to continue as a going concern and manage its capital effectively. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs and long-term operating plans. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics. The capital structure of the Company consists of net debt (borrowings as detailed in note 15) and offset by cash and bank balances (as detailed in note 10A and 10B) and total equity and financial liability in respect of preference share capital of the Company.

(₹ in lakhs)

The capital components of the Company are as given below:	As at March 31, 2022	As at March 31, 2022
<b>Total Equity</b>	<b>1,325.44</b>	<b>(10,022.26)</b>
Short Term Borrowings	350.00	-
Long Term Borrowings	3,916.16	16,833.27
<b>Total Debt</b>	<b>4,266.16</b>	<b>16,833.27</b>
Cash and bank balances	138.09	199.20
<b>Net Debt</b>	<b>4,128.07</b>	<b>16,634.07</b>
<b>Debt Equity Ratio = Net debt / Total Equity</b>	<b>2.85</b>	<b>(1.66)</b>

**38 Financial risk management objectives**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial assets include loans, trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**
**39 Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

**40 Currency risk**

The Company's exposure to foreign currency risk is insignificant.

**41 Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's finance department is responsible for liquidity, funding as well as settlement management. The processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. Due to decline in operations and heavy fixed costs, the Company is facing liquidity issues since past few years. The Company is dependent upon the Parent and group entities for financial support. The Company does not have any banking facilities as at March 31, 2023.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables show Principal cash flows.

(₹ in lakhs)

Maturities of Financial Liabilities	As at March 31, 2023				
	Total	Upto 1 year	1 to 3 years	4 to 5 years	5 years and above
Borrowings	4,266.16	4,266.16	-	-	-
Trade Payables	2,393.38	2,393.38	-	-	-
Lease Liabilities	12.67	3.26	5.05	1.12	3.24
Other Financial Liabilities	645.94	645.94	-	-	-
	<b>7,318.14</b>	<b>7,308.73</b>	<b>5.05</b>	<b>1.12</b>	<b>3.24</b>

(₹ in lakhs)

Maturities of Financial Liabilities	As at March 31, 2022				
	Total	Upto 1 year	1 to 3 years	4 to 5 years	5 years and above
Borrowings	16,833.27	-	-	-	16,833.27
Trade Payables	2,036.76	2,036.76	-	-	-
Lease Liabilities	15.42	2.17	4.73	0.43	8.09
Other Financial Liabilities	584.69	584.69	-	-	-
	<b>19,470.14</b>	<b>2,623.62</b>	<b>4.73</b>	<b>0.43</b>	<b>16,841.36</b>

**42 Interest Rate Risk**

The Company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates from Parent group entities from time to time. However, the reset of interest rate is not frequent. During the current year

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

significant part of inter corporate deposits were reclassified to instruments entirely equity in nature to support the Company's financial position and reduce interest burden by the Parent and group companies.

- 43 The following table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

(₹ in lakhs)

Maturities of Financial Assets	March 31, 2023				
	Total	Upto 1 year	1 to 3 years	3 to 5 years	5 years and above
Investments	2,499.03	-	-	-	2,499.03
Trade Receivables	200.48	200.48	-	-	-
Cash and Bank balances	135.20	135.20	-	-	-
Bank balances other than above	2.89	2.89	-	-	-
Other Financial Assets	266.36	142.05	-	-	124.31
	<b>3,103.95</b>	<b>480.62</b>	-	-	<b>2,623.34</b>

(₹ in lakhs)

Maturities of Financial Assets	March 31, 2022				
	Total	Upto 1 year	1 to 3 years	3 to 5 years	5 years and above
Investments	2,499.03	-	-	-	2,499.03
Trade Receivables	332.82	332.82	-	-	-
Cash and Bank balances	196.36	196.36	-	-	-
Bank balances other than above	2.84	2.84	-	-	-
Other Financial Assets	235.19	93.70	-	-	141.49
	<b>3,266.24</b>	<b>625.72</b>	-	-	<b>2,640.52</b>

**44. Contingent liabilities:-**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Claims against the Company not acknowledged as debts</b>		
<b>1 Taxes in dispute:-</b>		
i) Excise duty Demand	143.00	143.00
ii) Entry-tax	114.58	114.58
iii) Income tax demand	-	3.99
<b>2 Labour matters:-</b>		
i) labour matters in dispute	71.10	69.36
ii) Employee State Insurance	4.88	-
<b>3 Other:</b>		
i) Demand for increased lease rent (as per lease rent agreement, rent was to be reviewed by the Government authorities; however it was not reviewed and demand for the same was raised during the year 2018-19. The Company has disputed on the grounds of inappropriate calculation and retrospective effect of the same)	9,858.98	9,858.98
<b>Total</b>	<b>10,192.54</b>	<b>10,189.91</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

**44.1**Contingent liabilities above represent estimates made mainly for probable claims arising out of litigation and disputes pending with tax authorities. The probability and timing of outflow with regard to these matters depend on the final outcome of litigations / disputes. Hence the Company is not able to reasonably ascertain the timing of the outflow.

**44.2**The Company is subject to legal proceedings and claims which arise in the ordinary course of business. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's operations or financial condition.

### 45. Bonus Payable :-

Bonus payable for the financial year 2021-22 ₹ 55.60 Lakhs (being 50% unpaid) is deferred up to October 31, 2023 as per agreed terms with Labour Union.

### 46. Segment reporting :-

The Chief Operating Decision maker of the Company examines Company's performance as one operating segment only namely - Textiles. The Company's sales during the year were restricted to India and the Company does not have any geographic segment. Out of the total revenue, no customer has revenue more than 10% during the year.

### 47. Details of provision for contingencies

Provision for contingencies is towards the estimated liability on account of non-fulfilment of export obligations under the Export Promotion Capital Goods Scheme. The details of which are given below:

(₹ in lakhs)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Balance as at the beginning of the year	892.15	845.35
2	Add: Provision made during the year	46.80	46.80
3	Less: Reversal / utilisation during year	-	-
4	Balance as at the end of the year	938.95	892.15

**48.** As there are no loans and advances in the nature of loans to subsidiaries, associates and companies in which Directors are interested, additional disclosure as required by Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

**49.** The Company has incurred net loss (before exceptional items) of ₹ 2,732.24 lakhs during the year, its standalone accumulated losses were ₹ 32,824.32 lakhs as at March 31, 2023 and its current liabilities exceeded its current assets by ₹ 1,560.99 lakhs as at March 31, 2023. The continuity of the operations of the Company is dependent upon the continued operational and financial support of the Holding Company.

Consequent to the overall slowdown in the textile industry, the Company also witnessed slowdown for demand of its yarns during the current year and the Management believes that this slowdown is temporary and market situation will improve in the coming months. Further the Company anticipates cost savings on raw materials and other operating expenses in the coming years due to alternative options available and additional power supply from solar power plant of fellow subsidiary at a reduced cost. Currently, the Company does not have any external borrowings and is awaiting the NCLT order for the Scheme of merger and restructuring as detailed in Note 51 below. Based on these reasons, the financial statements of the Company have been prepared on a going concern basis.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**50.** Disclosure requirement as notified by MCA pursuant to amended schedule III :

**50.1** The Company does not hold any Benami property and no proceeding has been initiated or pending against the Company for holding any Benami property.

**50.2** The Company did not have any transactions with companies struck off during the current or preceding financial year.

**50.3** The Company did not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period as March 31, 2023 or as at March 31, 2022.

**50.4** The Company has not traded or invested in Crypto currency or Virtual Currency during the current or preceding financial year.

**50.5** No funds have been advanced or loaned or invested by the Company to/in any intermediary with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Further, no funds have been received from any person or entity ('Funding parties') with the understanding that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Funding Party.

**50.6** The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**50.7** The Company has not been declared as a wilful defaulter by lender during the current or preceding financial year.

**50.8** The Company has not made any Loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

**51.** The Board of Directors of the Company, at their Board Meeting held on November 12, 2021, has inter alia, approved the Composite Scheme of Arrangement ("the scheme") under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder. The Scheme, inter alia, provides for:

- a. Amalgamation by way of absorption of Suryoday One Energy Private Limited ("Suryoday") with and into the Company and;
- b. Reduction of Share Capital and Re-organisation of reserves of the Company in a manner as set out in the Scheme.

The "Appointed Date" as per the scheme is April 01, 2021 or such other date as may be approved by the Honourable National Company Law Tribunal ("the NCLT"), for the purposes of this Scheme.

The Scheme has been approved by the shareholders of the Company in their meeting held on December 26, 2022. Subsequently, the petition has been admitted by the NCLT on February 06, 2022 which has directed notice to the statutory authorities and publication of the notice in newspapers. Next hearing of the petition will be on May 31, 2023. Pending the final approval of the Scheme, the financial statements of the Company have been prepared without giving any effect to the said Scheme.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

- 52.** These financial statements were approved for issue by the board of directors on May 26, 2023.
- 53.** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**  
Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

## INDEPENDENT AUDITOR'S REPORT

To the Members of Gokak Textiles Limited

Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Gokak Textiles Limited** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary collectively referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2023 the consolidated statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

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

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Emphasis of Matter

We draw attention to Note 54 of the consolidated financial statements in respect the Composite Scheme of Arrangement ('the Scheme') approved by the Board of Directors of the Holding Company on November 12, 2021 and subsequently, approved by the shareholders of the Company on December 26, 2022, having proposed 'Appointed Date' of April 01, 2021 or any other date as approved by National Company law Tribunal ("NCLT"). Pending the approval of the Scheme by the NCLT, as stated in the said Note, the consolidated financial statements of the Group are prepared without giving effect to the said Scheme. Our opinion is not modified in respect of this matter.

### Key Audit Matters

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

**a) Provisions for Contingencies and Litigations and disclosure of Contingent liabilities**

**Description of Key Audit Matter:**

As at March 31, 2023, the Group held provisions of ₹ 938.95 lakhs in respect of legal claims and has disclosed total contingent liabilities of ₹ 10,192.54 lakhs. These provisions are based on judgements and accounting estimates made by management in determining the likelihood and magnitude of claims. Accordingly, unexpected adverse outcomes could significantly impact the Group's reported loss and balance sheet position.

Refer Note 49, Note 51 and Note 3(k) of consolidated financial statements and accounting policies for contingent liabilities, provisions, accounting policies and related disclosures.

**How the matter was addressed in our audit:**

- We evaluated the design and tested the operating effectiveness of controls in respect of the determination of the provisions. We determined that the operation of the controls provided us with evidence over the completeness, accuracy and valuation of the provisions.
- We read the summary of litigation matters provided by management and held discussions with the management and their legal counsels. We requested legal letters from some of the Group's external legal advisors with respect to the matters included in the aforesaid disclosures. Where appropriate, we examined correspondence connected with the cases.
- For litigation provisions, we tested the calculation of the provisions, assessed the assumptions against third party data, where available and assessed the estimates against historical trends.
- We considered management's judgements on the level of provisioning and disclosures in respect of the aforesaid matters, which we considered to be appropriate.

**b) Going Concern Assessment**

**Description of Key Audit Matter:**

During the year, the Group incurred losses (before exceptional items) of ₹ 2,677.45 lakhs for the year ended March 31, 2023 and has accumulated losses of ₹ 38,402.59 lakhs as on March 31, 2023. Further the Group's current liabilities exceeded its current assets by ₹ 8,251.74 lakhs as at March 31, 2023. These conditions indicate requirement of assessment of the Group's ability to continue as a going concern.

The Group's consolidated financial statements have been prepared on a going concern basis on the reporting date, based on the reasons stated in Note 53 of the consolidated financial statements.

**How the matter was addressed in our audit:**

- We evaluated the appropriateness of management's use of going concern basis of accounting in the preparation of consolidated financial statements in accordance with Standard on Auditing issued by ICAI in this regard.
- We evaluated the management's plans for future actions in relation to its going concern assessment, to assess whether the outcome of those plans is likely to improve the situation and whether management's plans are feasible in the circumstances.
- We assessed the possible mitigating actions identified by management in the event that actual cash flows are below forecast.

- We discussed and obtained a written letter from the ultimate holding company of the Group indicating its intention and ability to support the Group's financial and operating requirements through infusion of additional capital as and when necessary.

**c) Classification of Perpetual Loan as instruments entirely 'equity' in nature**

**Description of Key Audit Matter:**

During the year, the terms and conditions of certain unsecured Inter-Corporate-Deposits ('ICD') obtained by the Holding Company and Subsidiary Company, from the ultimate holding company of the Group and another Parent Group company, having principal amount aggregating to ₹ 10,222.27 lakhs as at April 01, 2022 were revised and converted into unsecured perpetual loans ('the Perpetual Loans') with effect from April 01, 2022. The Group, subsequently, received additional Perpetual Loans of ₹ 780 lakhs on the same terms.

As per the agreed terms, the said Perpetual Loans have no maturity or defined tenure. The repayment of any amount in part or in full is at sole discretion of the managements of the borrowers i.e. the Holding Company and Subsidiary Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the borrowers for any particular or preceding financial year/s. The said Perpetual Loan is subordinate to all existing amount borrowed or debt securities issued by the borrowers to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the borrowers. Based on the above terms, the borrowers do not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the borrowers.

Accordingly, considering the size and nature of the transaction, the classification and disclosure of the said Perpetual Loans as 'instruments entirely equity in nature' was considered key audit matter.

Refer Note 14A of the consolidated financial statements of the Group for further details.

**How the matter was addressed in our audit:**

- We reviewed the written terms and conditions of the said Perpetual Loans agreed with the respective lenders for repayment of interest and principal.
- Based on the terms and conditions, we assessed the obligations of the borrowers under the said agreements in respect of its discretion on repayment of principal and interest to classify the same as instruments entirely equity in nature.
- We reviewed the classification of the instrument as entirely 'equity' in accordance with provisions of Ind AS 32 – Financial Instruments: Presentation.
- We checked the separate presentation of the instruments classified as entirely 'equity' in nature in the Consolidated Balance Sheet and the Consolidated Statement of Changes in Equity.

**Information Other than the Financial Statements and Auditor's Report Thereon**

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and the Board of Director's for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the Consolidated state of affairs, Consolidated profit / loss and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Management and Board of Director of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the Companies included in the Group are responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of the entity included in the consolidated financial statements of which we are the independent auditors.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

#### **Report on Other Legal and Regulatory Requirements**

- ii) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law have been kept by the relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;



- c) The consolidated balance sheet, the statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained by the Company and its subsidiary incorporated in India including the relevant records relating to the preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and its subsidiary incorporated in India, none of the directors of the Holding Company and its subsidiary is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary Company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of such controls.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Holding Company to the directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group (Refer Note 49 of the consolidated financial statements.)
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company.
  - iv. (a) The respective Managements of the Holding Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The respective Managements of the Holding Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or

any of such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Holding Company or its subsidiary has not declared or paid any dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiary included in the consolidated financial statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports except as below.

Name of the entity	CIN	Relationship	Clause number of the CARO report.
Gokak Power & Energy Ltd	U40103KA2012PLC062107	Subsidiary	Clause vii (a) *
Gokak Power & Energy Ltd	U40103KA2012PLC062107	Subsidiary	Clause ix (a) *

\*Clause pertains to delays in payment of statutory dues applicable to the Company.

\*\*Clause pertains to delays/default in repayment of bank loan.

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

**N. S. Gaur**  
Partner  
Membership No. 137138  
ICAI UDIN: 23137138BGYKXV4381

Place : Mumbai  
Date : May 26, 2023

## **Annexure - A to the Auditors' Report**

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

#### **Opinion**

In conjunction with our audit of the consolidated financial statements of **Gokak Textiles Limited** ("the Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting with respect of the Consolidated financial statements of the Holding Company and its subsidiary incorporated in India as of that date.

In our opinion, and to the best of our information and according to the explanations given to us the Holding Company and its subsidiary incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI

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

The respective Company's management and the Board of Directors are responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Internal Financial Controls over Financial Reporting of the Holding Company and its Subsidiary Company incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an Audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain Reasonable Assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and subsidiary Company's Internal Financial Controls system over Financial Reporting with reference to the Consolidated Financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **For BATLIBOI & PUROHIT**

Chartered Accountants  
ICAI Firm Reg. No.101048W

### **N. S. Gaur**

Partner  
Membership No. 137138  
ICAI UDIN: 23137138BGYKXV4381

Place : Mumbai  
Date : May 26, 2023

**GOKAK TEXTILES LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023**

(₹ In Lakhs)

Particulars	Note No.	As at March 31, 2023 (₹ In Lakhs)	As at March 31, 2022 (₹ In Lakhs)
<b>Assets</b>			
<b>1 Non-current assets</b>			
a) Property, Plant and Equipment	4	7,316.80	7,891.32
b) Capital work-in-progress		-	-
c) Right of use asset	5	6.49	8.66
d) Investment Property	6	11.35	11.35
e) Other Intangible assets	7	6.54	5.63
		<b>7,341.17</b>	<b>7,916.96</b>
f) <b>Financial Assets:</b>			
i) Investments			
a) Other Investments	8	0.03	0.03
		<b>0.03</b>	<b>0.03</b>
ii) Other financial assets			
	9A	123.31	140.49
		<b>123.34</b>	<b>140.52</b>
g) <b>Tax assets</b>			
i) Deferred tax assets (net)			
ii) Income tax assets (net)	10	-	-
	11	74.57	77.97
		<b>74.57</b>	<b>77.97</b>
h) Other non-current assets			
	12A	609.09	626.23
		<b>8,148.17</b>	<b>8,761.67</b>
<b>2 Current assets</b>			
a) Inventories	13	1,581.31	1,609.69
b) <b>Financial Assets:</b>			
i) Trade receivables			
ii) Cash and cash equivalents	14	208.00	400.05
iii) Bank balances other than (ii) above	15A	136.62	197.22
iv) Other financial assets	15B	2.89	794.90
	9B	142.05	93.70
		<b>489.56</b>	<b>1,485.86</b>
c) Other current assets			
	12B	66.39	100.52
		<b>555.95</b>	<b>1,586.39</b>
Assets classified as held for sale			
	16	-	16.29
		<b>2,137.25</b>	<b>3,212.36</b>
<b>Total Assets</b>			
		<b>10,285.42</b>	<b>11,974.03</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	17	649.93	649.93
b) Instruments entirely equity in nature	18A	11,002.27	-
c) Other equity	18B	(15,825.03)	(16,433.86)
		<b>(4,172.83)</b>	<b>(15,783.92)</b>
<b>Equity attributable to owners of the Company</b>			
<b>Non Controlling Interest</b>			
		<b>(1,461.85)</b>	<b>(1,543.69)</b>
		<b>(5,634.69)</b>	<b>(17,327.61)</b>

(₹ In Lakhs)

Particulars	Note No.	As at March 31, 2023 (₹ In Lakhs)	As at March 31, 2022 (₹ In Lakhs)
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) <b>Financial liabilities:</b>			
i) Borrowings	19	3,916.16	16,833.27
ii) Lease liabilities		9.42	13.25
iii) Other financial liabilities		-	-
		<b>3,925.58</b>	<b>16,846.53</b>
b) Provisions	20A	1,605.54	1,543.77
<b>Total Non-current liabilities</b>		<b>5,531.12</b>	<b>18,390.29</b>
<b>2 Current liabilities</b>			
a) <b>Financial liabilities:</b>			
i) Borrowings	21	7,573.48	8,170.67
ii) Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		1.53	0.84
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,827.06	1,875.67
iii) Lease Liabilities		3.26	2.17
iv) Other financial liabilities	23	663.63	610.48
		<b>10,068.96</b>	<b>10,659.83</b>
b) Provisions	20B	163.35	160.57
c) Other current liabilities	24	156.67	90.95
		<b>320.03</b>	<b>251.52</b>
<b>Total Current Liabilities</b>		<b>10,388.99</b>	<b>10,911.35</b>
<b>Total Liabilities</b>		<b>15,920.11</b>	<b>29,301.65</b>
<b>Total Equity and Liabilities</b>		<b>10,285.42</b>	<b>11,974.03</b>

See accompanying notes forming part of the financial statements 1 to 57

As per our report of even date

For **BATLIBOI & PUROHIT**Chartered Accountants  
Firm Reg No. 101048W**Vipan Kumar Sharma**  
Chief Financial Officer**Vinod Bhandawat**  
Chairman (DIN: 02873571)**N. S. Gaur**Partner  
Membership No. 137138**Rakesh M Nanwani**  
Company Secretary  
(Membership No. A45718)**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)Place: Mumbai  
Date: May 26, 2023Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK TEXTILES LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

Particulars	Note No.	Year ended March 31, 2023 (₹ In Lakhs)	Year ended March 31, 2022 (₹ In Lakhs)
<b>I Revenue from operations</b>	25	8,422.65	12,584.05
<b>II Other income</b>	26	367.50	433.23
<b>III Total Income (I + II)</b>		<b>8,790.15</b>	<b>13,017.28</b>
<b>IV Expenses:</b>			
Cost of materials consumed	27	5,251.22	7,703.63
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	61.45	184.91
Employee benefits expense	29	2,781.35	3,127.81
Finance costs	30	999.34	2,151.11
Depreciation and amortisation expense	31	608.36	645.32
Other expenses	32	1,765.88	2,352.88
<b>Total expenses</b>		<b>11,467.60</b>	<b>16,165.65</b>
<b>V Profit / (Loss) before exceptional items and tax (III - IV)</b>		<b>(2,677.45)</b>	<b>(3,148.37)</b>
VI Exceptional items - Income	32.1	3,303.42	-
<b>VII Profit / (loss) before tax (V + VI)</b>		<b>625.97</b>	<b>(3,148.37)</b>
<b>VIII Tax expense:</b>			
(a) Current tax	33	-	-
(b) Deferred tax	33	-	-
		-	-
<b>IX Profit / (loss) for the year</b>		<b>625.97</b>	<b>(3,148.37)</b>
Add: Share of profit / (loss) of associates			
<b>X Profit / (loss) for the year (IX + XII)</b>		<b>625.97</b>	<b>(3,148.37)</b>
<b>X Other Comprehensive Income</b>			
<b>(a) Items that will not be reclassified to profit or loss</b>			
Remeasurement of the defined benefit plans (net of taxes)		64.69	33.70
<b>(b) Items that will be reclassified to profit or loss</b>			
<b>Other Comprehensive Income</b>		<b>64.69</b>	<b>33.70</b>
<b>XI Total Comprehensive Income for the period (IX + X)</b>		<b>690.66</b>	<b>(3,114.67)</b>

Particulars	Note No.	Year ended March 31, 2023 (₹ In Lakhs)	Year ended March 31, 2022 (₹ In Lakhs)
<b>XII Profit for the year attributable to:</b>			
- Owners of the Company		543.18	(2,884.30)
- Non-controlling interests		82.79	(264.07)
		<b>625.97</b>	<b>(3,148.37)</b>
<b>XIII Other comprehensive income for the year attributable to:</b>			
- Owners of the Company		65.63	30.76
- Non-controlling interests		(0.94)	2.94
		<b>64.69</b>	<b>33.70</b>
<b>XIV Total comprehensive income for the year attributable to:</b>			
- Owners of the Company		608.81	(2,853.54)
- Non-controlling interests		81.85	(261.13)
		<b>690.66</b>	<b>(3,114.67)</b>
<b>XV Earning per equity share</b>	<b>34</b>	8.36	(44.38)
Basic and diluted earnings per equity share (in ₹)			

See accompanying notes forming part of the financial 1 to 57 statements

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh M Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023



**GOKAK TEXTILES LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**

	Year ended March 31, 2023 (₹ In Lakhs)	Year ended March 31, 2022 (₹ In Lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before tax	625.97	(3,148.37)
<b>Adjustments for:</b>		
Depreciation	608.36	645.32
Exceptional Items -Interest payable on ICD waived off by Parent company	(3,091.06)	-
Interest income	(8.36)	(34.44)
Interest and financial charges	999.34	2,151.11
Loss / (Profit) on fixed assets / capital work in progress sold / written off	(38.12)	(119.42)
Credit balances / excess provision written back	(64.04)	(18.74)
Net Foreign exchange gains/(losses)	-	(0.02)
Provision for Doubtful Debts	0.61	8.19
Trade and other receivable advance written off	-	36.26
<b>Operating loss before working capital changes</b>	<b>(967.30)</b>	<b>(480.11)</b>
Adjustments for :		
(Increase)/ Decrease in Inventories	28.38	238.02
(Increase)/ Decrease in Trade and other receivables	227.85	713.96
(Increase)/ Decrease in Provisions	129.25	138.58
Increase/ (Decrease) in Trade payables and other liabilities	135.00	(1,330.89)
Cash generated from operations	<b>(446.84)</b>	<b>(720.44)</b>
Direct Taxes (paid) / refund	3.38	5.24
<b>Net cash (used in) / from operating activities</b>	<b>(443.46)</b>	<b>(715.19)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment and Intangible assets	(27.65)	(10.73)
Sale of Fixed Assets	33.20	167.75
Net Movement in bank balance not considered as cash and cash equivalents	792.01	(27.70)
Interest received	8.36	34.44
<b>Net cash (used in)/ from investing activities</b>	<b>805.91</b>	<b>163.76</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds of Long/Short Term Borrowing	350.00	940.12
Proceeds from instruments classified as entirely equity - perpetual loan	780.00	-
Repayment of instruments entirely equity in nature - perpetual loans	(180.00)	-
Repayment of Long/Short Term Borrowing	(1,234.89)	(347.96)
Lease rentals paid	(4.32)	(7.83)
Interest paid <sup>64</sup>	(133.83)	(175.58)
<b>Net cash (used in)/from financing activities</b>	<b>(423.04)</b>	<b>408.75</b>

	Year ended March 31, 2023 (₹ In Lakhs)	Year ended March 31, 2022 (₹ In Lakhs)
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(60.59)</b>	<b>(142.69)</b>
Cash and Cash equivalents at the beginning of the year	197.22	339.90
<b>Cash and Cash equivalents at the end of the year</b>	<b>136.62</b>	<b>197.22</b>
<b>D. COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
on Hand	1.64	2.04
<b>Balances with banks:</b>		
- In current accounts	134.98	195.17
	<b>136.62</b>	<b>197.22</b>

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
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**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**  
Partner  
Membership No. 137138

**Rakesh M Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK TEXTILES LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

(₹ In Lakhs)

a. Equity share capital	Amount
<b>Balance as at 31<sup>st</sup> March 2021</b>	<b>649.93</b>
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
<b>Balance as at 31<sup>st</sup> March, 2022</b>	<b>649.93</b>
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>649.93</b>

**b. Instruments entirely equity in nature- Perpetual Loans**

**Current reporting period**

Balance as at April 1, 2022	Changes in Instruments due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Instruments during the current year	Balance as at March 31, 2023
-	-	-	11,002.27	11,002.27

**Previous reporting period**

(₹ in Lakhs)

Balance as at April 1, 2021	Changes in Instruments due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Instruments during the current year	Balance as at March 31, 2022
-	-	-	-	-

(₹ In Lakhs)

C. Other equity	Equity Components of Compound Financial Instruments	Reserves and surplus			Total Equity Attributable to the Equity Holders of the Company
		General reserve	Retained earnings	Total	
<b>Balance at March 31, 2021</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(36,157.86)</b>	<b>(28,997.54)</b>	<b>(13,580.31)</b>
Changes in equity share capital due to prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-
<b>Profit/(loss) for the year</b>	-	-	<b>(2,884.30)</b>	<b>(2,884.30)</b>	<b>(2,884.30)</b>
Remeasurement of the net defined benefit liability/asset, net of income tax	-	-	30.76	30.76	30.76
<b>Total comprehensive income for the year</b>	-	-	<b>(2,853.54)</b>	<b>(2,853.54)</b>	<b>(2,853.54)</b>

(₹ In Lakhs)

C. Other equity	Equity Components of Compound Financial Instruments	Reserves and surplus			Total Equity Attributable to the Equity Holders of the Company
		General reserve	Retained earnings	Total	
<b>Balance at March 31, 2022</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(39,011.40)</b>	<b>(31,851.08)</b>	<b>(16,433.85)</b>
Changes in equity share capital due to prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-
Profit/(loss) for the year	-	-	543.18	543.18	543.18
Remeasurement of the net defined benefit liability/asset, net of income tax	-	-	65.63	65.63	65.63
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>608.81</b>	<b>608.81</b>	<b>608.81</b>
<b>Balance at March 31, 2023</b>	<b>15,417.23</b>	<b>7,160.32</b>	<b>(38,402.59)</b>	<b>(31,242.28)</b>	<b>(15,825.04)</b>

**As per our report of even date****For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

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**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

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**GOKAK TEXTILES LIMITED**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**1 Corporate Information**

The company was incorporated under the Companies Act, 1956 under the name of ANS Textiles (Bangalore) Limited on March 27, 2006. The name was changed to Gokak Textiles Limited, with effect from January 23, 2007. As per the scheme of arrangement under the Companies Act, 1956 the Textile Division of erstwhile Forbes Gokak Limited (now known as Forbes & Company Limited) was transferred to Gokak Textiles Limited with effect from April 1, 2007. The group is in the business of textile, manufacturing cotton yarn, blended yarn, industrial fabrics, terry towels, t-shirts, polos, undergarments, sweaters, etc. and generation of hydro power.

**2 Basis of Consolidation**

**(i) Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

**(ii) Non - controlling interests (NCI)**

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

**(iii) Associates**

Associates are all entities over which the Group has significant influence but not control or joint control over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence ceases.

**(iv) Equity method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

**(v) Transactions eliminated on consolidation**

Intra - Group balances and transactions, and any unrealised income and expenses arising from intra - Group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the Investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**(vi) Subsidiaries and associate companies considered in the consolidated financial statements:**

Name of the company	Relationship	Country of incorporation	Ownership Interest (in %)	
			31-Mar-23	31-Mar-22
Gokak Power & Energy Limited	Subsidiary	India	51%	51%

**(vii) Principles of consolidation**

These consolidated financial statements have been prepared by consolidation of the financial statements of the group and its subsidiaries on a line-by-line basis after fully eliminating the inter-group transactions.

**a) Statement of Compliance :**

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 [the Companies (Indian Accounting Standards) Rules, 2015 as amended thereon] and on accrual basis.

**b) Basis of Preparation and presentation :**

- i. The Consolidated financial statements of the group have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 as amended thereon and other relevant provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- ii. All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/activities of the group and the normal time between acquisition of assets for processing and their realisation in cash and cash equivalents, the group has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current .
- iii. The consolidated financial statements have been prepared on a historical cost basis, except for the following:
  - (a) Certain financial assets and liabilities that are measured at fair value;
  - (b) Non-current assets held for sale - measured as lower of carrying value or fair value less cost to sale;
  - (c) Defined benefit plans - plan assets measured at fair value.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

- iv. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

### 3 Accounting Policies

#### (a) Use of Estimates :

The preparation of the consolidated financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

#### Assumptions and estimations of uncertainties

Information about assumptions and estimations of uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

- Note 19 and Note 2(p) - recognition of deferred tax assets
- Note 33 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 2(d) - useful life of property, plant and equipment;
- Note 2(h) - Financial Instruments."

#### (b) Property, plant and equipment:

The group has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. October 1, 2015 as the deemed cost under Ind AS. Hence, regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. The cost comprises purchase price (excluding refundable taxes), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Depreciation on property, plant and equipment has been provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act 2013. Cost of leasehold land is amortised over the period of lease.

Sr. No.	Particulars	Useful Life In years
1	Factory Building & Structures	3 to 60 years
2	Residential Buildings	30 to 60 years
3	Plant & Machinery	10 to 40 years
4	Furniture, fixture	10 years
5	Office Equipment	3 to 15 years
6	Motor Vehicles	8 to 10 years

#### (c) Intangible Assets:

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortized over the estimated useful life of respective intangible assets on a straight line basis, from the date they are available for use.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows: Computer Software - 6 Years

**(d) Investment property :**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss in the period in which the property is derecognised.

**(e) Financial instruments :**

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial assets :**

The group classifies its financial assets in the following categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income or through the statement of profit and loss), and
- (ii) those measured at amortised cost

The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

**Equity instruments:** The group measures its equity instruments at fair value through profit and loss.

**Impairment of financial asstes:** The Group measures the expected credit loss associated with its assets based on historical trends, industrial practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**Financial liabilities and equity :****Classification as debt or equity**

Debt and equity instruments issued by a group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss (FVTPL).

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

### Equity

An equity is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

#### (f) Inventories :

Inventories are valued at lower of cost and net realisable value. Cost is determined as follows:

Sr. No	Particulars	Method of determining cost
1	Stores, Spares and Loose Tools	Weighted average for Mills unit and FIFO basis for Garment Division.
2	Raw Materials: (i) Cotton & Other Fibers (ii) Others	Specific identification for Mills unit and FIFO basis for garment unit. Weighted average
3	Stock-in-Process	Aggregate of material cost and production overheads and other attributable expenses up to stage of completion.
4	Finished Goods: (i) Produced	Aggregate of material cost and production overheads.

Provision is made for the cost of obsolescence and other anticipated losses, wherever considered necessary.

#### (g) Borrowing Cost :

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

#### (h) Revenue Recognition :

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorised by the Group. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Revenue from Generation, Transmission and Distribution of power is recognised net of cash discounts, for each unit of electricity delivered at the contracted rate.

Revenue from renewable energy certificates is recognised on accrual basis.

**(i) Manufacturing and Operating Expenses :**

Operating expenses and standing charges are charged to revenue on accrual basis.

**(j) Foreign Exchange Transactions :**

The functional currency of the group is the Indian rupee. These consolidated financial statements are presented in Indian rupees (rounded off to lakh).

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the year-end rate and difference in translation and realised gains and losses on foreign exchange transactions are recognised in the statement of profit and loss.

**(k) Provisions and Contingent Liability :**

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligations, in respect of which a reliable estimate can be made. Provisions are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or where any present obligation can not be measured in terms of future outflow of resources or where a reliable estimate of the obligation can not be made.

**(l) Grants :**

Grants from the Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions.

**(m) Accounting for Taxes on Income :**

Tax expense for the year comprises of current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act.

Deferred Tax Assets and Liabilities are measured using tax rates and tax laws that have been enacted / substantively enacted as on the balance sheet date. Deferred tax assets and liabilities are determined for all temporary timing difference arising between the taxable income and accounting income. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if it probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred Tax Assets/Liabilities are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it related to the items recognised in other comprehensive income or directly in equity.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. The group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that group will pay normal income tax during the specified period.

**(n) Earnings per Share :**

Basic earnings per share is calculated by dividing the net profit / (loss) attributable to the owners of the group by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

**(o) Impairment of non-financial assets :**

The group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such condition exists, the group estimates the recoverable amount of the assets. If the recoverable amount of such assets or recoverable amount of cash generating units to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at lower of historical cost or recoverable amount.

**(p) Borrowings :**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities or equity or both as per the terms attached.

**(q) Leases :**

**As a lessee**

The Group has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 01, 2019. Accordingly, the Group has recognised 'Right of use (ROU)' assets of ₹ 26.92 lakhs (including reclassification of leasehold land of ₹1.50 lakhs), accumulated amortisation of ₹ 11.74 lakhs and present value of lease liabilities of ₹ 21.22 lakhs as on April 01, 2019. In the statement of profit and loss for the year, instead of rent expenses (as accounted under previous periods), amortisation of right of use has been accounted under depreciation and amortisation expenses and unwinding of discount on lease liabilities has been accounted under finance cost. The impact on the profits / (loss) for the year due the above change in accounting policy is additional expense of ₹ 0.92 lakhs.

The Group leases primarily consist of leases of land and office premises. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Group recognizes a ROU and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and/or low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period of 3-5 years based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

**As a lessor**

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

**(r) Cash and cash equivalents :**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(s) Non-current assets held for sale :**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets are not depreciated or amortised while they are classified as held for sale.

**(t) Segment reporting :**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**(u) Employee Benefits :****Short-term Obligations :**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

**Other long-term employee benefit obligations**

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss. Compensated absence of badli workers is provided on accrual basis.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**Defined Contribution Plans:**

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

**Defined Benefit Plan**

Retirements benefits in the form of Gratuity for eligible permanent employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. Gratuity of badli workers is determined on accrual basis.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

**(v) Cash flow statement :**

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

**(w) Recent accounting pronouncements**

On March 31, 2023, Ministry of Corporate Affairs ('MCA') issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 ('the Rules'), applicable for annual reporting periods beginning on or after April 01, 2023, which are as below:

**Ind AS 1 – Presentation of Financial Statements:**

Entities are required to disclose its 'material accounting policy information' instead of its 'significant accounting policies'. Guidance has been added to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material. The amendments also clarify that (a) accounting policy information may be material because of its nature, even if the related amounts are immaterial; (b) accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements; and (c) if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. These amendments are not expected to have any material impact on the financial statements of the Company.

**Ind AS 8 – Accounting policies, Changes in Accounting estimates and Error:**

The definition of 'change in accounting estimates' is replaced with a definition of 'accounting estimates'. As per the new definition accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The amendments have also added explanation for treatment and recognition of changes in accounting estimates. These amendments are not expected to have any material impact on the financial statements of the Company.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

**Ind AS 12 – Income taxes:**

Transactions which give rise to equal taxable and deductible temporary differences (at time of the transaction) have been added to exceptions to the initial recognition exemption provided in the Ind AS 12. The amendments also apply to taxable and deductible temporary differences associated with right-of-use assets and lease liabilities, and decommissioning obligations and corresponding amounts recognised as assets at the beginning of the earliest comparative period presented and requires recognition of the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. These amendments are not expected to have any impact on the financial statements of the Company.

**Other Ind AS:**

Amendments pertaining to other Ind AS [i.e. Ind AS 34 - Interim Financial Reporting, Ind AS 101 – First Time Adoption of Indian Accounting Standards, Ind AS 102 – Share-based Payments, Ind AS 103 – Business Combinations, Ind AS 107 – Financial Instruments Disclosures, Ind AS 109 – Financial Instruments and Ind AS 115 – Revenue from Contracts with Customers] contained the said Rules are in the nature of either certain corrections of errors/references or consequential changes in respect of the above mentioned amendments and do not have any material impact on existing accounting principles.

**4. Property, plant and equipment**

(₹ In Lakhs)

Gross Block	Land	Building and structures	Plant and machinery	Furniture & Fixtures And Office equipments	Vehicles	Total
<b>Balance as at 31<sup>st</sup> March 2021</b>	<b>11.10</b>	<b>3,696.01</b>	<b>7,055.88</b>	<b>234.12</b>	<b>49.03</b>	<b>11,046.16</b>
Additions	-	-	1.35	0.93	8.45	10.73
Disposal	-	-	(790.19)	(0.91)	(36.34)	(827.44)
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>11.10</b>	<b>3,696.01</b>	<b>6,267.04</b>	<b>234.14</b>	<b>21.14</b>	<b>10,229.45</b>
Additions	-	-	26.74	0.91	-	27.65
Assets held for sale re-classified as PPE	-	-	73.33	-	-	73.33
Disposal	-	-	(134.94)	(33.84)	(2.92)	(171.71)
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>11.10</b>	<b>3,696.01</b>	<b>6,232.17</b>	<b>201.21</b>	<b>18.22</b>	<b>10,158.72</b>
<b>Depreciation</b>						
<b>Balance as at 31<sup>st</sup> March 2021</b>	-	<b>991.51</b>	<b>1,295.44</b>	<b>183.44</b>	<b>8.59</b>	<b>2,478.99</b>
Depreciation expense	-	184.36	444.73	7.10	5.58	641.77
Eliminated on disposals of assets	-	-	(747.21)	(0.88)	(34.54)	(782.63)
<b>Balance as at 31<sup>st</sup> March 2022</b>	-	<b>1,175.88</b>	<b>992.96</b>	<b>189.66</b>	<b>(20.37)</b>	<b>2,338.13</b>
Depreciation expense	-	180.65	415.08	3.24	5.69	604.66
Assets held for sale re-classified as PPE	-	-	59.11	-	-	59.11
Eliminated on disposals of assets	-	-	(126.26)	(31.08)	(2.64)	(159.98)
<b>Balance as at 31<sup>st</sup> March 2023</b>	-	<b>1,356.53</b>	<b>1,340.89</b>	<b>161.83</b>	<b>(17.32)</b>	<b>2,841.93</b>
<b>Carrying Amount</b>						
<b>Balance at March 31, 2022</b>	<b>11.10</b>	<b>2,520.13</b>	<b>5,274.08</b>	<b>44.48</b>	<b>41.51</b>	<b>7,891.32</b>
<b>Balance at March 31, 2023</b>	<b>11.10</b>	<b>2,339.48</b>	<b>4,891.29</b>	<b>39.39</b>	<b>35.54</b>	<b>7,316.80</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**4.1 Title deeds of all immovable properties are held in the name of the Company except as follows:**

Description of property	Gross carrying amount (₹ Lakhs)	Held in the name	Whether promoter, director or their relatives	Period held since	Reason for not being in the name of the Company
Land [parts measuring 29.35 Acres]	11.35	Gokak Patel Volkart Limited	No	1992	The title deeds were held in the name of erstwhile Gokak Patel Volkart Limited which amalgamated into Forbes Gokak Limited and subsequently was demerged into Gokak Textiles Limited. During the year, titles of land parts measuring 38.51 acres were registered in the name of the Company. However, in the case of the balance area of 29.35 acres as disclosed, the Company is still in the process of transferring the title in the name of Company which are under litigation due to certain disputed legal matters.

**5. Right of use asset**

(₹ In Lakhs)

Particulars	Leasehold land & Premises
<b>Gross Block</b>	
<b>Balance as at 1<sup>st</sup> April, 2021</b>	<b>37.66</b>
Additions	-
Deletion	(10.74)
<b>Balance as at 31<sup>st</sup> Mar, 2022</b>	<b>26.92</b>
Additions	-
Deletion	-
<b>Balance as at 31<sup>st</sup> Mar, 2023</b>	<b>26.92</b>
<b>Accumulated amortisation and impairment</b>	
<b>Balance as at 1<sup>st</sup> April, 2021</b>	<b>25.48</b>
Depreciation expense	2.18
Deletion	(9.40)
<b>Balance as at 31<sup>st</sup> Mar, 2022</b>	<b>18.26</b>
Depreciation expense	2.17
Deletion	-
<b>Balance as at 31<sup>st</sup> Mar, 2023</b>	<b>20.43</b>
<b>Carrying Amount</b>	
<b>Balance as at 31<sup>st</sup> Mar 2022</b>	<b>8.66</b>
<b>Balance as at 31<sup>st</sup> Mar 2023</b>	<b>6.49</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 6. Investment property

(₹ In Lakhs)

	As at March 31, 2023	As at March 31, 2022
Freehold land	11.35	11.35
<b>Total</b>	<b>11.35</b>	<b>11.35</b>

Cost or Deemed Cost	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	11.35	11.35
Additions	-	-
<b>Balance at end of year</b>	<b>11.35</b>	<b>11.35</b>

Accumulated depreciation and impairment	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	-	-
Additions	-	-
<b>Balance at end of year</b>	<b>-</b>	<b>-</b>

At cost	As at March 31, 2023	As at March 31, 2022
	11.35	11.35
<b>Balance at end of year</b>	<b>11.35</b>	<b>11.35</b>

**Fair Value :-**

<b>As at 31<sup>st</sup> March 2023</b>	<b>490.00</b>
<b>As at 31<sup>st</sup> March 2022</b>	<b>463.00</b>

**Estimation of Fair value -**

The fair valuation is based on current marked prices of similar properties. This valuation is based on valuations performed by independent valuers who are registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Fair valuation is based on sales comparison method based on market approach. The fair value measurement is categorised in level 2 fair value hierarchy.

There were no rental income or direct operating expenses arising from investment property

## 7. Other intangible assets

(₹ In Lakhs)

Particulars	Computer Software
<b>Gross Block</b>	
<b>Balance as at 31<sup>st</sup> March 2021</b>	<b>79.90</b>
Addition	-
Deletion	-
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>79.90</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	Computer Software
Addition	2.43
Deletion	-
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>82.33</b>
<b>Accumulated depreciation and impairment</b>	
<b>Balance as at 31<sup>st</sup> March 2021</b>	<b>72.89</b>
Eliminated on disposal of Assets	-
Depreciation expense	1.38
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>74.27</b>
Eliminated on disposal of Assets	-
Depreciation expense	1.53
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>75.80</b>
<b>Carrying Amount</b>	
<b>Balance as at 31<sup>st</sup> March, 2022</b>	<b>5.63</b>
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>6.53</b>

8. Non Current Investments

(₹ In Lakhs)

Break-up of investments Particulars	As at March 31, 2023		As at March 31, 2022	
	Qty	Amount	Qty	Amount
	<b>a) Other Investments ( FVTPL)</b>			
Unquoted Investments (all fully paid) In Equity Instruments				
1. Equity shares of ₹ 100/- each of Zoroastrian Co-op Bank Ltd.	25	0.03	25	0.03
<b>b) In Associate companies</b>				
Unquoted Investments (all fully paid) In Equity Instruments				
1 In unquoted 2600 equity shares of ₹ 10 each fully paid up of Suryoday One Energy Pvt. Ltd.	2,600	0.26	2,600	0.26
Less: Share of loss		(0.26)		(0.26)
<b>TOTAL AGGREGATE OF UNQUOTED INVESTMENTS</b>	-	<b>0.03</b>	-	<b>0.03</b>

8.1 Category-wise other investments – as per Ind AS 109 classification

Particulars		
<b>Investments carried at fair value through profit or loss (FVTPL)</b>		
1. In unquoted equity shares of Zoroastrian Co- Operative Bank limited.*	0.03	0.03

\* Value of these shares is ₹ 2,500/-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 9 Other financial assets

## 9A Non current

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Security deposits</b>		
- Unsecured, considered good	123.31	140.49
- Doubtful	-	-
Less : Allowance for bad and doubtful deposits	-	-
<b>Total</b>	<b>123.31</b>	<b>140.49</b>

## 9B Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Other current receivables</b>		
- Staff advance - Unsecured, considered good	19.72	2.61
Other Recoveries	122.33	91.09
<b>Total</b>	<b>142.05</b>	<b>93.70</b>

## 10. Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	2,410.29	2428.95
Deferred tax liabilities	2,410.29	2428.95
<b>Net</b>	<b>-</b>	<b>-</b>

## Current Year ( 2022-23)

(₹ In Lakhs)

Particulars	Opening balance as at April 1, 2022	Recognised in profit or loss	Recognised in Other Comprehen- sive Income	Reclassified from equity to profit or loss	Closing Balance as at March 31, 2023
<b>Deferred tax (liabilities)/assets in relation to:</b>					
a) Property, plant and equipment	(2,428.95)	18.66	-	-	(2,410.29)
b) Other liabilities & Provisions	51.13	(2.91)	-	-	48.22
c) Doubtful debts	83.98	(1.78)	-	-	82.20
d) Defined benefit obligation	204.40	4.48	-	-	208.88
e) Other financial Liabilities	1.70	(1.70)	-	-	-
f) MAT Credit	63.00	(0.00)	-	-	63.00
g) Provision for Contingencies	224.54	11.77	-	-	236.31
h) Provision for Advances	17.63	(17.63)	-	-	-
i) Unabsorbed depreciation and carried forward loss	1,782.57	(10.89)	-	-	1,771.68
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**10.1 Unrecognised deductible temporary differences, unused tax losses and unused tax credits**

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
- tax losses (revenue in nature)	30,185.54	30,552.40
	<b>30,185.54</b>	<b>30,552.40</b>

**11. Current tax assets and liabilities**

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current tax assets</b>		
Tax refund receivable	74.57	77.97
<b>Total</b>	<b>74.57</b>	<b>77.97</b>

**12 Other assets**

**12A Non Current Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	5.44	5.44
Prepaid expenses	5.00	0.75
Balances with statutory / government authorities	598.66	620.04
Less : Allowance for bad and doubtful balances	-	-
<b>Total</b>	<b>609.09</b>	<b>626.23</b>

**12B Current**

	As at March 31, 2023	As at March 31, 2022
Employee Benefit plan Assets (Refer Note 36)	-	-
Advances for supply of goods and services		
- To others		
- Unsecured, considered good	34.18	34.75
- Doubtful	-	69.50
Less : Allowance for doubtful advances	-	(69.50)
	<b>34.18</b>	<b>34.75</b>
Security Deposits	0.22	0.22
Prepaid expenses, Insurance and GST	26.59	57.88
Claims Receivable (Duty Drawback)	-	0.51
Medical Advance	0.24	0.02
Employee Benefit plan Assets (Refer Note 36)	5.16	7.14
<b>Total</b>	<b>66.39</b>	<b>100.52</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## Movement in the allowance for doubtful advances

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	69.50	70.09
Change in allowance for bad and doubtful advances		-
Amounts written off during the year as uncollectible	(69.50)	(0.59)
<b>Balance at end of the year</b>	<b>-</b>	<b>69.50</b>

## 13 Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
Inventories (lower of cost and net realisable value)		
Raw materials	280.04	217.66
Work-in-progress	469.62	385.42
Finished goods	663.76	809.41
Stores and spares including packing materials	167.89	197.19
<b>Total</b>	<b>1,581.31</b>	<b>1,609.69</b>

## 14 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade receivables</b>		
- Related party	6.11	25.43
- Others		
Unsecured, considered good	201.89	374.62
Doubtful	326.59	333.67
Less: Allowance for doubtful debts (expected credit loss allowance)	(326.59)	(333.67)
<b>Total</b>	<b>208.00</b>	<b>400.05</b>

## 14.1 Trade receivables

Average credit period on sales is between 30 to 90 days. No interest is charged on trade receivables overdue. The Group has recognised an allowance for doubtful debts as per the ageing of overdue debts as standard policy. In addition to this, the Group has determined allowance for doubtful debts on specific identification.

The Group has determined expected doubtful debts based on historical trend, industry practices and the business environment in which the entity operates. Trade receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because the amounts are still considered recoverable to this extent.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

As on March 31, 2023 Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	224.39	346.00	212.39	2.99	0.45	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	326.59
<b>Sub- Total</b>	<b>224.39</b>	<b>346.00</b>	<b>212.39</b>	<b>2.99</b>	<b>0.45</b>	<b>326.59</b>
(vii) Allowance for bad and doubtful debts(expected credit loss)	-	-	-	-	-	(326.59)
<b>Total</b>	<b>224.39</b>	<b>346.00</b>	<b>212.39</b>	<b>2.99</b>	<b>0.45</b>	<b>-</b>

As on March 31, 2022 Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	331.65	39.41	3.58	0.84	24.57	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	333.67
<b>Sub-Total</b>	<b>331.65</b>	<b>39.41</b>	<b>3.58</b>	<b>0.84</b>	<b>24.57</b>	<b>333.67</b>
(vii) Allowance for bad and doubtful debts(expected credit loss)	-	-	-	-	-	(333.67)
<b>Total</b>	<b>331.65</b>	<b>39.41</b>	<b>3.58</b>	<b>0.84</b>	<b>24.57</b>	<b>-</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## Movement in the allowance for doubtful debts

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Balance at beginning of the year	333.67	569.76
Impairment losses recognised on receivables		
Change in allowance for expected credit loss	0.61	
Amounts written off during the year as uncollectible	(7.69)	(236.09)
<b>Balance at end of the year</b>	<b>326.59</b>	<b>333.67</b>

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

## 15 Cash and Bank Balances

## 15A Cash and Cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
In current accounts	31.76	51.16
In cash credit accounts (debit balances)	103.23	144.01
	134.98	195.17
Cash in hand	1.64	2.04
<b>Total</b>	<b>136.62</b>	<b>197.22</b>

## 15B Other bank balances

Particulars	As at March 31, 2023	As at March 31, 2022
In deposit accounts with original maturity of more than 3 months but less than 12 months, deposited with ICICI Bank under lien.	-	792.05
Balances held as margin money / under lien with remaining maturity of less than 12 months	2.89	2.84
<b>Total</b>	<b>2.89</b>	<b>794.90</b>

## 16 Assets classified as held for sale

Particulars	As at March 31, 2023	As at March 31, 2022
Assets Classified held for sale:--		
Plant and Machineries	-	16.29
<b>Total</b>	<b>-</b>	<b>16.29</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**17. Equity Share Capital**

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised Share capital :</b>		
70,00,000 fully paid equity shares of ₹ 10 each	700.00	700.00
22,00,00,000 Non Cumulative, non convertible Redemmmable preference shares of ₹ 10 each (as at March 31, 2022 : 22,00,00,000)	22,000.00	22,000.00
<b>Total</b>	<b>22,700.00</b>	<b>22,700.00</b>
<b>Issued, subscribed and paid-up share capital:</b>		
64,99,308 fully paid equity shares of ₹ 10 each (as at March 31, 2022: 64,99,308)	649.93	649.93
<b>Total</b>	<b>649.93</b>	<b>649.93</b>

**17A Fully paid equity shares**

Particulars	Number of shares	Share Capital (₹In Lakhs)
<b>Balance as at 31<sup>st</sup> March, 2021</b>	<b>64,99,308</b>	<b>649.93</b>
Movements	-	-
<b>Balance as at 31<sup>st</sup> March, 2022</b>	<b>64,99,308</b>	<b>649.93</b>
Movements	-	-
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>64,99,308</b>	<b>649.93</b>

**17B Details of shares held by the holding company, its subsidiaries and associates**

Particulars	Fully paid ordinary shares	Fully paid ordinary shares
	Number of shares	Share Capital (₹In Lakhs)
<b>Balance at the beginning of the period :</b>		
Shapoorji Pallonji and Company Private Limited, the holding company	47,80,845	478.08
<b>Total</b>	<b>47,80,845</b>	<b>47,80,845</b>

**17C Details of shares held by each shareholder holding more than 5% shares**

Particulars	As at March 31, 2023	
	Number of shares held	% Holding in the class of shares
<b>Fully paid equity shares</b>		
Shapoorji Pallonji and Company Private Limited	47,80,845	73.56
<b>Total</b>	<b>47,80,845</b>	<b>73.56</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	As at March 31, 2022	
	Number of shares held	% Holding in the class of shares
<b>Fully paid equity shares</b>		
Shapoorji Pallonji and Company Private Limited	47,80,845	73.56
<b>Total</b>	<b>47,80,845</b>	<b>73.56</b>

## 17D Details of shares held by Promoters at the end of the year

Particulars	Number of shares held	% holding total shares	%change during the year
<b>Fully paid equity shares</b>			
Shapoorji Pallonji and Company Private Limited	47,80,845	73.56	NIL

The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

## 18A Instruments entirely equity in nature

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Perpetual Loans ( Unsecured)</b>		
Balance at beginning of the year	-	-
<b>Movements during the year:</b>		
From Evangelous Ventures Private Limited (Refer note (a) below)	2,545.27	
From Shapoorji Pallonji & Company Private Limited (Refer note (b) below)	8,457.00	
<b>Total</b>	<b>11,002.27</b>	<b>-</b>

- (a) During the year, the Holding Company entered into an agreement with Evangelous Ventures Private Limited ('the Lender'), where unsecured Inter-Corporate-Deposits ('ICD') having principal amount aggregating to ₹ 1,765.27 lakhs (including interest accrued thereon) as at April 01, 2022 repayable on demand with interest rate of 8.00% per annum, are converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2022. The said Perpetual Loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Holding Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Holding Company up to 8.00% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all existing amount borrowed or debt securities issued by the Holding Company to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the Holding Company. Based on the above terms, the Holding Company does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Holding Company. Accordingly, the said Perpetual Loan has been classified as instruments entirely equity in nature. The Holding Company has, subsequently, received ₹ 780.00 lakhs on same terms.
- (b) During the year, the Company entered into an agreement with Shapoorji Pallonji & Company Private Limited ('the Lender'), where unsecured Inter-Corporate-Deposits ('ICD') having principal amount aggregating to ₹ 8,457.00 lakhs as at April 01, 2022 repayable on demand with interest rate of 11.50% per annum, are converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2022. The said Perpetual Loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company up to 11.50% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all existing amount borrowed or debt securities issued by the Company to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the Company. Based on the above terms, the Company does not have any obligation or repayment or



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company. Accordingly, the said Perpetual Loan has been classified as instruments entirely equity in nature.

**18B Other equity**

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>a) General reserve (Refer Note 1)</b>		
Balance at beginning of the year	7,160.32	7,160.32
Movements		
<b>Balance at end of the year</b>	<b>7,160.32</b>	<b>7,160.32</b>
<b>b) Equity Component of Preference Shares</b>		
7% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	3,573.22	3,573.22
11% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	11,844.01	11,844.01
<b>Balance at end of the year</b>	<b>15,417.23</b>	<b>15,417.23</b>
<b>c) Retained earnings</b>		
Balance at beginning of year	(39,011.40)	(36,157.86)
Profit/(Loss) attributable to owners of the Company	543.18	(2,884.30)
Acturial (Gain)/ Loss- Gratuity- OCI	65.63	30.76
Ind AS 116 transition adjustment (Refer Note 3(q))	-	-
Balance at end of the year	(38,402.59)	(39,011.40)
<b>Total</b>	<b>(15,825.05)</b>	<b>(16,433.86)</b>

Note 01 : General Reserve is transfereed to the company at the time of demerger of Textiles division from Forbes Gokak Limited.

**19. Non-current Borrowings**

(₹ In Lakhs)

19.1 Particulars	Non-current portion		Current maturities	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Secured – at amortised cost</b>				
<b>(a) Term loans - From Banks</b>				
i) ICICI Bank Ltd	-	-	-	1,234.89
ICICI BANK LIMITED - First ranking mortgage/ hypothecation/ assignment/security interest /charge/ pledge on all the moveable, immovable both present and future, all rights, titles, permits, approvals and interests of the company in, to and in respect of all the assets of the company, all clearances in relation to the project as well as in the project documents, all contractor guarantees, performance bonds and any letter of credit provided to the compnay, all insurance contracts, all bank accounts in relation to the project and pledge of equity shares representing 30% of the shares. Repayment is being made at ₹ 255.75 lakhs per quarter Interest rate during the year is 12.60% p.a. (Previous year 12.60% p.a.)	-	-	-	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

19.1 Particulars	Non-current portion		Current maturities	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Unsecured – at amortised cost</b>				
il) From Related parties (unsecured). Rate of interest for the loans from holding company is 11.50% per annum and loan is repayable on or after April 1, 2023.	-	13,313.34	-	-
Less: Amount disclosed under “Other current financial liabilities	-	13,313.34	-	1,234.89
	-	-	-	(1,234.89)
	-	13,313.34	-	-
<b>(b) Liability component of preference shares</b>	<b>3,916.16</b>	<b>3,519.94</b>	-	-
<b>Total</b>	<b>3,916.16</b>	<b>16,833.27</b>	-	-

## 19.2 Details of Non-cumulative, Non-Convertible, Redeemable Preference Shares issued by the Company:

Sr. No.	Face Value per Preference Share and Date of Allotment	As at March 31, 2023	As at March 31, 2022	Rate of Dividend	Terms of Repayment
1	20,000,000 preference shares of ₹10 each - September 30, 2015	2,000.00	2,000.00	7.00%	Preference shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
2	20,000,000 preference shares of ₹10 each - March 17, 2016	2,000.00	2,000.00	7.00%	
3	30,000,000 preference shares of ₹10 each - September 27, 2016	3,000.00	3,000.00	11.00%	
4	35,000,000 preference shares of ₹10 each - March 24, 2017	3,500.00	3,500.00	11.00%	
5	35,000,000 preference shares of ₹10 each - December 30, 2017	3,500.00	3,500.00	11.00%	
6	35,000,000 preference shares of ₹10 each - December 12, 2018	3,500.00	3,500.00	11.00%	
	<b>Total</b>	<b>17,500.00</b>	<b>17,500.00</b>		

19.3 As the preference shares are mandatorily redeemable at a fixed or determinable future date as may be determined by the board of the company and payment of dividend being discretionary, the instrument is compound financial instrument. In absence of market rate of interest, the management has determined the liability component on the basis of average rate of interest of its long term borrowings as at the date of allotment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

20. Provisions

20A.Non current

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Employee benefits		
Compensated absences	80.34	84.78
Gratuity (Funded)	172.10	156.44
Gratuity (Badli Workers) (Unfunded)	414.15	410.40
b) Other provisions		
Provision for Contingencies (refer Note 51)	938.95	892.15
	-	
<b>Total</b>	<b>1,605.54</b>	<b>1,543.77</b>

20B.Current

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Employee benefits</b>		
Compensated absences	18.17	14.48
Gratuity (Funded)	145.19	146.10
Gratuity (Badli Workers) (Unfunded)	-	-
<b>Total</b>	<b>163.35</b>	<b>160.57</b>

21. Current Borrowings

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Secured - at amortised cost</b>		
a) Current maturities of long-term borrowings	-	1,234.89
b) Loans repayable on demand		
i) <b>From Related parties (unsecured).</b> Rate of interest for the loans from holding company is 8%-11.50% per annum.	7,573.48	6,935.77
<b>Total</b>	<b>7,573.48</b>	<b>8,170.67</b>

The default in repayment of loan to banks included in borrowings and current maturities of term loan are as under:

Default in Principal:

(₹ In Lakhs)

Bank	Amount not paid on due date (₹ in lakhs)	Remarks
ICICI Bank Limited	727.29	loan amount fully paid up during the year

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 22. Trade payables

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade payables for Goods &amp; Services</b>		
(A) Total outstanding dues of micro enterprises and small enterprises	1.53	0.84
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties	710.05	74.26
- Others	1,117.01	1,801.41
	<b>1,827.06</b>	<b>1,875.67</b>
<b>Total</b>	<b>1,828.59</b>	<b>1,876.51</b>

Ageing of Trade payables As at 31<sup>st</sup> March 2023

Particulars	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total Outstanding
MSME	1.53	-	-	-	-	1.53
Others	713.63	704.72	296.07	96.33	16.31	1,827.06
Disputed Dues - Others	-	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-	-
<b>Total</b>	<b>715.16</b>	<b>704.72</b>	<b>296.07</b>	<b>96.33</b>	<b>16.31</b>	<b>1,828.59</b>

Ageing of Trade payables As at 31<sup>st</sup> March 2022

Particulars	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total Outstanding
MSME	0.84	-	-	-	-	0.84
Others	703.36	1,024.62	57.89	73.51	16.28	1,875.67
Disputed Dues - Others	-	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-	-
<b>Total</b>	<b>704.20</b>	<b>1,024.62</b>	<b>57.89</b>	<b>73.51</b>	<b>16.28</b>	<b>1,876.51</b>

## 23. Other Current financial liabilities

## 23A Current

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>a) Others :-</b>		
- Security deposits	85.03	52.79
- Other Payables (Salary & Others)	578.60	557.69
<b>Total</b>	<b>663.63</b>	<b>610.48</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**24. Other Current liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
a) Advances from customers	8.04	10.05
b) Statutory remittances	148.63	80.90
<b>Total</b>	<b>156.67</b>	<b>90.95</b>

**25. Revenue from operations**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Income from Sale of Yarn and Apparels</b>		
<b>Sales</b>		
<b>a) Sale of products</b>		
i) Manufactured Goods	7,273.54	11,619.29
ii) Electricity	406.09	353.56
	<b>7,679.63</b>	<b>11,972.85</b>
<b>b) Sale of services</b>		
i) Processing Income	404.22	326.91
	<b>404.22</b>	<b>326.91</b>
<b>c) Other operating revenues</b>		
i) Scrap Sales	225.31	67.04
ii) Sale of Renewable Energy Certificates	113.49	217.25
	<b>338.80</b>	<b>284.29</b>
<b>Total</b>	<b>8,422.65</b>	<b>12,584.05</b>

**25.1 Reconciliation of revenue recognised with contract price:**

	Year Ended March 31, 2023	Year Ended March 31, 2022
Total contract price with customers	8,102.10	12,260.83
Less: adjusted for discounts and rebates	(18.25)	38.93
Revenue recognised (Goods and Services)	8,083.85	12,299.76

**26. Other Income**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>a) Interest income earned on financial assets that measured at amortised cost</b>		
i) Interest on Security Deposits (Subsidiary)	0.04	0.08
ii) Bank deposits	4.25	30.98
iii) Interest on Security Deposits	4.07	3.38
<b>Total (a)</b>	<b>8.36</b>	<b>34.44</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>b) Other Non-Operating Income (Net of expenses directly attributable to such income)</b>		
i) Credit balances / excess provision written back	64.04	18.74
ii) Rent received	156.25	90.85
iii) Interest on Income tax	0.29	-
iv) Miscellaneous income	100.44	169.76
<b>Total (b)</b>	<b>321.02</b>	<b>279.35</b>
<b>c) Other gains and losses</b>		
i) Gain on disposal of property, plant and equipment	38.12	119.42
ii) Net foreign exchange gains/(losses)	-	0.02
<b>Total (c)</b>	<b>38.12</b>	<b>119.44</b>
<b>Total (a+b+c)</b>	<b>367.50</b>	<b>433.23</b>

## 27. Cost of materials consumed

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Material Stocks at the Commencement of the Year	217.66	274.04
Purchases	5,313.60	7,647.25
	5,531.26	7,921.29
Less: Material Stocks at the Close of the Year	280.04	217.66
<b>Total</b>	<b>5,251.22</b>	<b>7,703.63</b>

## 28. Changes in inventories of finished goods and work-in-progress.

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Changes in inventories of finished goods and work-in-progress</b>		
Inventories at the end of the year:		
i) Finished goods (Including stock in transit)	663.76	809.41
ii) Work-in-progress	469.62	385.42
<b>Total</b>	<b>1,133.38</b>	<b>1,194.83</b>
<b>Inventories at the beginning of the year:</b>		
i) Finished goods (Including stock in transit)	809.41	873.34
ii) Work-in-progress	385.42	506.40
<b>Total</b>	<b>1,194.83</b>	<b>1,379.74</b>
<b>Net decrease/ (increase)</b>	<b>61.45</b>	<b>184.91</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**29. Employee benefits expense**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
i) Salaries and Wages	2,265.52	2,422.35
ii) Contribution to provident and other funds	417.11	434.11
iii) Staff Welfare Expenses	98.72	271.35
<b>Total</b>	<b>2,781.35</b>	<b>3,127.81</b>

**30. Finance costs**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
i) Interest on bank overdrafts and loans	-	-
ii) Interest on loans from related parties	573.12	1,617.56
iii) Interest on Security Deposits	-	-
iv) Interest on bank Term Loans	26.39	173.65
v) Interest on Others	-	-
vi) Bank Charges	2.03	1.95
vii) Unwinding of lease liabilities	1.58	1.86
viii) Interest on liability component of compound financial instruments	396.22	356.10
<b>Total</b>	<b>999.34</b>	<b>2,151.11</b>

**31. Depreciation and amortisation expense**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
i) Depreciation of property, plant and equipment	604.66	641.77
ii) Amortisation of right to use	2.17	2.17
iii) Amortisation of intangible assets	1.53	1.38
<b>Total depreciation and amortisation</b>	<b>608.36</b>	<b>645.32</b>

**32. Other expenses**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Consumption of stores and spare parts	72.93	108.80
Consumption of packing Material	84.73	144.18
Processing charges	47.00	48.56
Power and fuel	733.75	891.03
Water Royalty Charges	29.35	45.22
Transportation, freight, handling and other charges	109.34	182.29
Hank Yarn Obligation	8.03	25.47
Rent and hire charges	8.05	3.62

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Repairs to :</b>		
i) Buildings	20.44	31.84
ii) Plant and machinery	84.13	265.56
iii) Others	81.81	64.61
Insurance	94.38	100.03
Rates and taxes (excluding taxes on income)	112.42	107.49
Brokerage, commission, discount and other selling expenses	12.73	5.83
Printing & Stationery	8.51	5.98
Communication	6.41	7.81
Legal and professional charges	97.83	112.13
Travelling and conveyance	11.79	8.61
Sundry Balances written off	-	0.08
Directors Sitting Fees	24.78	22.00
Provision for doubtful trade receivables	0.61	8.19
Bad Debts	-	36.18
Miscellaneous expenses	93.11	103.92
<b>Total</b>	<b>1,742.13</b>	<b>2,329.47</b>
<b>a) To Statutory auditors</b>		
i) For audit	12.22	11.90
ii) For tax audit fees	2.75	2.75
iii) For Limited Review	7.00	7.00
	<b>21.97</b>	<b>21.65</b>
b) To cost auditors for cost audit	1.50	1.50
c) For reimbursement of expenses	0.28	0.27
d) Service Tax	-	-
<b>Total (a+b+c+d)</b>	<b>23.75</b>	<b>23.42</b>
<b>Total</b>	<b>1,765.88</b>	<b>2,352.88</b>

## 32. Exceptional items - Income

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
i) Interest payable on ICD waived off by Parent company (refer note 1 below)	3,091.06	-
ii) Insurance claim received( refer note 2 below)	212.35	-
<b>Total</b>	<b>3,303.41</b>	<b>-</b>

- 1 Based on the communication received from the Parent Company, considering the financial difficulties of the Group, the Board of Directors of the Parent Company has approved full waiver of the interest accrued upto March 31, 2022. Accordingly, the Group has written back the interest payable of ₹467.97 lakh out of total outstanding interest of ₹3,091.06 lakhs. The balance interest payable of ₹ 2,623.09 lakhs forms part of Composite Scheme of Arrangement as detailed in Note 51.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

- 2 The Gokak Power & Energy Limited ("GPEL"), subsidiary company had filed the full and final insurance claim on May 6, 2021 related to the damage of its hydro power plant, in the year 2019-20, aggregating to ₹ 312.35 lakhs. The GPEL had already received ₹ 100 lakhs as advance on December 31, 2019. The claim amount finally approved by the surveyour was ₹312.35 lakhs. Remaining balance of ₹ 212.35 lakhs has been received in the current year.

**33. Income taxes**
**33.1 Income tax recognised in profit or loss**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Current tax</b>		
In respect of the current year	-	-
In respect of prior years	-	-
<b>Deferred tax</b>		
In respect of the current year	-	-
<b>Total Deferred tax</b>	-	-
Total income tax expense recognised in the current year	-	-

**34. Earnings per share**

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Basic earnings per share	8.36	(44.38)

**34.1 Basic Earnings per share**

The earnings per share is calculated by dividing the Profit/ (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basis and diluted earning's are stated below :-

(₹ In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Profit/(loss) for the year attributable to owners of the Company (A)	543.18	(2,884.30)
Number of equity shares for the purposes of basic earnings per share (Quantity in Lakhs) (B) ( Nominal value of ₹ 10/- each)	64,99,308.00	64,99,308.00
<b>Basic and diluted Earnings per share (A/B)</b>	<b>8.36</b>	<b>(44.38)</b>

**35. Obligations under finance leases**
**Leasing arrangements**

The Group has operating leases for premises. These lease arrangements ranging upto 5 years, which are cancellable. In the lease agreements there are no terms for purchase options or any restrictions such as those concerning dividend and additional debts. The Group has operating leases for premises. These lease arrangements ranging upto 5 years, which are cancellable. In the lease agreements there are no terms for purchase options or any restrictions such as those concerning dividend and additional debts

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 36. Employee benefits obligations :

**Defined-contribution plans:**

The Group's provident fund scheme is a defined contribution plan. The Group's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Group makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner.

Particulars	As at March 31, 2023	As at March 31, 2022
Provident fund	220.50	249.41
Superannuation fund	12.42	11.77
<b>Total contribution</b>	<b>232.93</b>	<b>261.18</b>

**Defined Benefit Plan:**

The Group gratuity scheme is a defined benefit scheme. The Group maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
<b>a)</b>	<b>Change in Present Value of Obligation</b>		
	Present value of the obligation at the beginning of the year	1,871.90	1,852.74
	Current Service Cost	60.40	63.32
	Interest Cost	125.62	117.87
	Actuarial (Gain) / Loss on Obligation due to experience	(17.07)	(26.32)
	Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(48.82)	(5.01)
	Actuarial (Gain) / Loss on Obligation due to change in demographic assumptions	-	(1.32)
	Benefits Paid	(100.62)	(129.38)
	Present value of the obligation at the end of the year	1,891.41	1,871.90
<b>b)</b>	<b>Change in Plan Assets</b>		
	Fair value of Plan Assets at the beginning of the year	1,584.87	1,608.18
	Interest Income	105.84	101.89
	Return on plan assets excluding interest income	(1.20)	1.04
	Contributions by Plan Participants	0.31	0.26
	Benefits Paid	(100.62)	(126.49)
	Fair value of Plan Assets at the end of the year	1,589.21	1,584.87
<b>c)</b>	<b>Amounts Recognised in the Balance Sheet</b>		
	Present value of Obligation at the end of the year	(1,891.41)	(1,871.90)
	Fair value of Plan Assets at the end of the year	1,589.21	1,584.87
	Net asset at the end of the year	(302.20)	(287.03)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
<b>d)</b>	<b>Amounts Recognised in the Statement of Profit &amp; Loss</b>		
	Current Service Cost	60.40	63.32
	Finance cost / (income)	19.78	15.98
	Net impact on the loss before tax	80.17	79.30
<b>e)</b>	<b>Amounts Recognised in Other Comprehensive Income</b>		
	Actuarial (gains) / losses for the period	(65.89)	(32.64)
	Return on plan asset excluding interest income	1.20	(1.04)
	<b>Net (income) / expenses for the period recognised in other comprehensive income</b>	<b>(64.69)</b>	<b>(33.68)</b>
<b>f)</b>	<b>Actual return on Plan Assets</b>		
	Interest Income	105.84	101.89
	Actuarial Gain / (Loss) on Plan Assets	-	-
	Actual return on Plan Assets	105.84	101.89
<b>g)</b>	<b>Actuarial Assumptions</b>		
	i) Discount Rate	7.47 % to 7.41%	7.27 % to 6.90%
	ii) Expected Rate of Return on Plan Assets	7.47 % to 7.41%	7.27 % to 6.90%
	iii) Salary Escalation Rate	4.00%	4.00%
	iv) Attrition Rate	1.00 % to 2.00%	1.00 % to 2.00%
	v) Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality(2006-08) Ultimate

(₹ In Lakhs)

Maturity Analysis of the benefit payments : from the fund	As at March 31, 2023	As at March 31, 2022
<b>Projected Benefits payable in future years from the date of reporting</b>		
1 st Following Year	293.48	230.84
2 nd Following Year	147.05	136.19
3 rd Following Year	179.30	181.62
4 th Following Year	234.55	177.31
5 th Following Year	211.75	221.60
Sum of years 6 th to 10 th	997.90	1,010.10
Sum of years 11 th and above	855.61	965.71

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

(₹ In Lakhs)

<b>Sensitivity Analysis</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Projected Benefit obligation On Current Assumptions	1,891.41	1,871.90
Delt effect of +1% Change in rate of Discounting	(89.93)	(98.96)
Delt effect of -1% Change in rate of Discounting	98.61	109.13
Delt effect of +1% Change in rate of Salary increase	100.98	111.22
Delt effect of -1% Change in rate of Salary increase	(93.60)	(102.53)
Delt effect of +1% Change in rate of Employee Turnover	18.10	17.64
Delt effect of -1% Change in rate of Employee Turnover	(19.32)	(18.91)

Above disclosures have been made on the basis of certificate received from the actuary. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Management has made provision for gratuity payable to badli workers on the basis of actual valuation as in opinion of the management, the future expected service of badli workers could not be estimated. Provision for gratuity payable to badli workers on the basis of actual valuation as at March 31, 2023 is ₹ 414.15 lakhs and March 31, 2022 is ₹ 410.40 lakhs.

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, the latest mortality table available has been considered.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate are an increase in salary inflation will lead to increase in reported liability.

**37. Related Party Disclosures****Current Year****(a) Name of the Related Parties and Description of Relationship:**

**Name of related party and descriptions of relationship :-**

**Holding Company**

Shapoorji Pallonji and Company Private Limited.

**Fellow Subsidiaries**

**(where there are transactions)**

Forbes & Company Limited  
Forbes Facility Services Private Limited

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Forvol International Services Limited  
 Manjri Stud Farm Private Limited  
 Eureka Forbes Limited  
 Shapoorji Pallonji Infrastructure Capital Company Private Limited  
 Shapoorji Pallonji Energy (Gujarat) Private Limited  
 Forbes & Technosys Limited  
 Relationship Properties Private Limited  
 Evangelos Ventures Pvt. Ltd.  
 Suryoday One Energy Private Limited

**Trusts**

Gokak Falls Education and medical Trust  
 Gokak Textiles Graituity Fund

**Key Management Personnel and their relatives:-**

Managing Director, Mr. Ramesh R Patil  
 Chief Financial Officer, Mr. Vipin Kumar Sharma  
 Company Secretary, Mr. Rakesh M Nanwani

**Directors**

Mr. Nikhil Bhatia  
 Mr. Pradip N. Kapadia  
 Mr. D. G. Prasad  
 Mr. Vinod Bhandawat (appointed w.e.f January 15, 2021)  
 Ms. Tripti J. Navani

**Particulars of transaction with Related Parties**

(₹ In Lakhs)

Year ended March 31 2023 ( Previous Year March 31, 2022)	Holding Company	Associates	Fellow Subsidiar- ies	Key Managerial Personnel	Trust	Total
<b>Nature of Transactions</b>						
<b>Rent income</b>	-	-	23.15	-	51.81	74.96
Previous Year	-	-	23.15	-	-	23.15
<b>Service income</b>	-	-	5.00	-	34.08	39.08
Previous Year	-	-	-	-	-	-
<b>Exceptional Income - Interest waiver</b>	3,091.06	-	-	-	-	3,091.06
Previous Year	-	-	-	-	-	-
<b>Purchase of electricity</b>	-	-	111.50	-	-	111.50
Previous Year	-	-	11.36	-	-	11.36
<b>Services Received</b>	20.43	-	1.33	-	-	21.77
Previous Year	19.67	-	0.32	-	-	20.00
<b>Interest expense</b>	467.94	-	56.01	-	-	523.95
Previous Year	1,440.49	-	129.78	-	-	1,570.27
<b>Sales of Goods</b>	1.52	-	-	-	-	1.52
Previous Year	5.90	-	0.25	-	-	6.15

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

(₹ In Lakhs)

Year ended March 31 2023 ( Previous Year March 31, 2022)	Holding Company	Associates	Fellow Subsidiar- ies	Key Managerial Personnel	Trust	Total
<b>Reimbursement of Expenses</b>	-	-	-	-	1.11	1.11
Previous Year	-	-	-	-	0.58	0.58
<b>Perpetual Loans Repaid (including interest)</b>	-	-	183.83	-	-	183.83
Previous Year	-	-	-	-	-	-
<b>Loan Taken</b>	-	-	1,130.00	-	-	1,130.00
Previous Year	-	-	2,052.00	-	-	2,052.00
<b>Receivables</b>	0.21	-	5.90	-	-	6.11
Previous Year	0.86	-	24.57	-	-	25.43
<b>Director's sitting fees</b>	-	-	-	24.20	-	24.20
Previous Year	-	-	-	22.00	-	22.00
<b>Remuneration</b>	-	-	-	84.11	-	84.11
Previous Year	-	-	-	78.52	-	78.52
<b>Amount recovered on behalf</b>	-	-	-	-	14.52	14.52
Previous Year	-	-	-	-	8.90	8.90
<b>Payables</b>	6,512.14	-	1,192.12	-	0.88	7,705.14
Previous Year	17,619.95	-	2,702.05	-	1.37	20,323.37
<b>Deposits payable</b>	-	-	-	-	33.32	33.32
Previous Year	-	-	-	-	-	-
<b>Investments in Equity shares of Associate company</b>	-	-	0.26	-	-	0.26
Previous Year	-	-	0.26	-	-	0.26
<b>Perpetual Loans (Reclassified to Instruments entirely equity in nature )</b>	8,457.00	-	2,545.27	-	-	11,002.27
Previous Year	-	-	-	-	-	-
<b>Preference shares balance</b>	17,500.00	-	-	-	-	17,500.00
Previous Year	17,500.00	-	-	-	-	17,500.00

## 37A Details of Related Party Transactions

Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022	Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
<b>Services Received</b>			<b>Amounts recovered on behalf</b>		
Shapoorji Pallonji and Company Private Limited.	20.43	19.67	Gokak falls Education and medical Trust	14.52	8.90
Forvol International Services Limited	1.33	0.32			
Purchase of Electricity			<b>KMP Remuneration</b>		
Suryoday One Energy Private Limited	111.50	11.36	R R Patil	59.04	54.67
			Vipan Kumar Sharma	17.38	17.38
<b>Service Income</b>			Rakesh Nanwani	7.69	6.47
Shapoorji Pallonji Infrastructure Capital Company Private Limited	5.00	-			
The gokak mills charitable trust	34.08	-			

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022	Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
<b>Interest expense on ICD</b>			<b>Receivables</b>		
Shapoorji Pallonji and Company Private Limited.	467.94	1,440.49	Shapoorji Pallonji and Company Private Limited.	0.21	0.86
Shapoorji Pallonji Infrastructure Capital Company Private Limited	52.56	49.54	Suryoday One Energy Private Limited		24.57
Shapoorji Pallonji Energy (Gujarat) Private Limited	3.45	3.45	Shapoorji Pallonji Infrastructure Capital Company Private Limited	5.90	
Evangelos Ventures Pvt. Ltd.	-	76.79			
<b>Loans /Advances / Perpetual Loan taken</b>			<b>Payables</b>		
Shapoorji Palloni Development Managers Private Limited	350.00	-	Shapoorji Pallonji and Company Private Limited.	84.84	65.73
Evangelos Ventures Pvt. Ltd.	780.00	1,880.00	Forbes & Company Limited	6.79	7.16
			Shapoorji Pallonji and Company Private Limited (ICD)	6,427.30	17,554.23
Shapoorji Pallonji Infrastructure Capital Company Private Limited	-	172.00	Gokak falls Education and medical Trust	0.88	1.37
			Forvol International Services Limited	0.01	-
<b>Exceptional Income - Interest waiver</b>			Evangelos Venturs Pvt Ltd	0.00	1,949.11
Shapoorji Pallonji & Company Private Limited	3,091.06	-	Shapoorji Pallonji Infrastructure Capital Company Private Limited	735.66	688.36
Perpetual Loans Repaid (including interest)			Shapoorji Pallonji Energy (Gujarat) P Ltd (ICD)	60.52	57.41
Evangelos Venturs Private Limited	183.83	-	Shapoorji Pallonji Development Manager (ICD)	350.00	
			Suryoday One Energy Private Limited	39.14	
<b>Reimbursement of Expenditure</b>			<b>Preference Shares as at</b>		
Gokak Falls Education and medical Trust	1.11	0.58	Shapoorji Pallonji and Company Private Limited.	17,500.00	17,500.00
<b>Rent ( Income )</b>			<b>Deposit (Payable)</b>		
Suryoday One Energy Private Limited	23.15	23.15	The gokak falls educational and medical trust	12.26	-
The gokak falls educational and medical trust	45.00		The gokak mills charitable trust	21.06	-
The gokak mills charitable trust	6.81		<b>Director's Sitting Fees</b>		
<b>Sales of Goods</b>			Mr. Pradeep Kapadia	7.70	6.80
Relationship Properties Private Limited	-	0.25	Mr. D G Prasad	4.75	4.25
Shapoorji Pallonji and Company Private Limited.	1.52	5.90	Ms. Tripti J. Navani	1.20	1.25
			Mr. C. G. Shah	2.10	1.70
			Mr. Nikhil Bhatia	5.95	5.30
			Mr. Vinod Bhandawat	2.50	2.70

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022	Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
			<b>Investments in Equity shares of Associate company</b>		
			Suryoday One Energy Private Limited	0.26	0.26
			<b>Perpetual Loans (Reclassified to Instruments entirely equity in nature )</b>		
			Shapoorji Pallonji & Company Private Limited	8,457.00	-
			Evangelos Ventures Private Limited	2,545.27	-

Compensation of key management personnel of the Company	Year ended March 31, 2023	Year ended March 31, 2022
Short-term employee benefits	84.11	78.52
Post-employment benefits#	-	-
Other long-term benefits#	-	-
Share-based payments	-	-

# As the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

**38 Micro, Small and Medium Enterprises**

Under the Micro, Small and Medium Enterprises Development Act , 2006, which came into force on October 2, 2006, the Group is required to make certain disclosures relating to Micro, Small and Medium Enterprises. The Group is in the process of compiling and assimilating the relevant information from its suppliers about thier coverage under the Act. Since the relevant information is not readily available for all the suppliers, the disclosures have been made to the extent of information available with the Group.

(₹ In Lakhs)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	1.53	0.84
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
4	The amount of interest accrued and remaining unpaid at the end of year; and	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**39 Fair Value Disclosures**

(₹ In Lakhs)

A) Categories of Financial Instruments:	As at March 31, 2023			As at March 31, 2022		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>i) Financial Assets</b>						
Investments	0.03	-	-	0.03	-	-
Trade Receivables	-	-	208.00	-	-	400.05
Cash & Bank Balances	-	-	136.62	-	-	197.22
Bank balances other than above	-	-	2.89	-	-	794.90
Other Financial Assets	-	-	265.36	-	-	234.19
	<b>0.03</b>	<b>-</b>	<b>612.87</b>	<b>0.03</b>	<b>-</b>	<b>1,626.35</b>
<b>ii) Financial liabilities</b>						
Borrowings (including current maturities)	-	-	11,489.64	-	-	26,238.83
Trade Payables	-	-	1,828.59	-	-	1,876.51
Lease Liabilities	-	-	12.67	-	-	15.43
Other Financial Liabilities	-	-	663.63	-	-	610.48
	<b>-</b>	<b>-</b>	<b>13,994.53</b>	<b>-</b>	<b>-</b>	<b>28,741.25</b>

(FVTPL: Fair value through profit and loss; FVOCI: Fair value through other comprehensive income)

**Fair Value Hierarchy and Method of Valuation**

Except as detailed in the following table, the Group considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the asset or liabilities that are not based on observable market data (unobservable inputs).

(₹ In Lakhs)

B) Financial Assets	As at March 31, 2023					
	Notes	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Measured at FVTPL</b>						
Investments						
Investments in Equity Instruments (unquoted)	8(a)	0.03	-	-	0.03	0.03

(₹ In Lakhs)

Financial Assets	As at March 31, 2022					
	Notes	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Measured at FVTPL</b>						
Investments						
Investments in Equity Instruments (unquoted)	8(a)	0.03	-	-	0.03	0.03

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

- c) Considering the value of investments, the management has determined the fair value of these investment as constant throughout the period till March 31, 2023.

**40 Capital Management**

The Group aims to optimise returns to shareholders and safeguard its ability to continue as a going concern and manage its capital effectively. The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs and long-term operating plans. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics. The capital structure of the Group consists of net debt and total equity and financial liability in respect of preference share capital of the Group.

The capital components of the Group are as given below:

	(₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Total Equity</b>	<b>(4,172.83)</b>	<b>(15,783.92)</b>
Short Term Borrowings	7,573.48	8,170.67
Long Term Borrowings	3,916.16	16,833.27
Lease liabilities	12.67	15.43
<b>Total Debt</b>	<b>11,502.31</b>	<b>25,019.37</b>
Cash & Cash equivalents	136.62	197.22
Bank balances other than above	2.89	794.90
<b>Net Debt</b>	<b>11,362.80</b>	<b>24,027.26</b>
<b>Net debt to equity ratio</b>	<b>(2.72)</b>	<b>(1.52)</b>

Debt is defined as long-term and short-term borrowings including current maturities and accrued interest (excluding derivative, financial guarantee contracts) and lease liabilities.

**41 Financial risk management objectives**

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial assets include loans, trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

**42 Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**
**43 Currency risk**

The Group's exposure to foreign currency risk is insignificant.

**44 Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Group's finance department is responsible for liquidity, funding as well as settlement management. The processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. The Group also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The Group has the following undrawn credit lines available as at the end of the reporting period.

(₹ In Lakhs)

	As at March 31, 2023	As at March 31, 2022
- Expiring within one year (Bank CC Limits Sanctioned)	-	-
	-	-

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables shows Principal cash flows.

(₹ In Lakhs)

Maturities of Financial Liabilities	As at March 31, 2023				
	Total	Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Borrowings	11,489.64	7,573.48	0.00		3,916.16
Trade Payables	1,828.59	1,828.59	-	-	-
Lease Liabilities	12.67	3.26	5.05	1.12	3.24
Other Financial Liabilities	664.63	663.63	-	1.00	-
	<b>13,995.53</b>	<b>10,068.96</b>	<b>5.05</b>	<b>2.12</b>	<b>3,919.40</b>

(₹ In Lakhs)

Maturities of Financial Liabilities	As at March 31, 2022				
	Total	Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
<b>Borrowings</b>	<b>25,003.94</b>	<b>1,234.89</b>	<b>6,935.78</b>		<b>16,833.27</b>
Trade Payables	1,876.51	1,876.51	-	-	-
Lease Liabilities	15.42	2.17	4.73	0.43	8.09
Other Financial Liabilities	611.48	610.48	-	1.00	-
	<b>27,507.35</b>	<b>3,724.05</b>	<b>6,940.51</b>	<b>1.43</b>	<b>16,841.36</b>

**45 Interest Rate Risk:-**

The Group does not have any borrowing from outside its parent group as at March 31, 2023. The Group is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates from Parent group entities from time to time. However, the reset of interest rate is not frequent. During the current year significant part of inter corporate deposits were reclassified to instruments entirely equity in nature to support the Company's financial position and reduce interest burden by the Parent and group companies.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

- 46 The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

(₹ In Lakhs)

Maturities of Financial Assets	As at March 31, 2023				
	Total	Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Investments	0.03				0.03
Trade Receivables	208.00	208.00			
Cash and Bank balances	139.51	139.51			
Other Financial Assets	265.36	142.05			123.31
	<b>612.90</b>	<b>489.55</b>	-	-	<b>123.35</b>

(₹ In Lakhs)

Maturities of Financial Assets	As at March 31, 2022				
	Total	Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Investments	0.03				0.03
Trade Receivables	400.05	400.05			
Cash and Bank balances	992.11	992.11			
Other Financial Assets	234.19	93.70			140.49
	<b>1,626.37</b>	<b>1,485.86</b>	-	-	<b>140.52</b>

## 47 Segment reporting :-

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision - maker. The managing Director and Chief executive officer of the Company who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision - maker.

## Reporting of Segment wise Revenue, Results, Assets And Liabilities

(₹ In Lakhs)

Particulars	Consolidated	
	Year ended March 31, 2023	Year ended March 31, 2022
	Audited	Audited
<b>1) Segment Revenue</b>		
a) Textile	8,264.67	12,411.53
b) Electricity and Power	961.79	1,255.11
<b>Less: Inter-segment eliminations</b>	(436.31)	(649.36)
<b>Income from Operations</b>	<b>8,790.15</b>	<b>13,017.28</b>
<b>2) Segment Result:</b>		
<b>Profit / (Loss) before Tax and Interest</b>		
a) Textile	358.82	(3,258.59)
b) Electricity and Power	267.15	110.21
<b>Total</b>	<b>625.97</b>	<b>(3,148.36)</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

Particulars	Consolidated	
	Year ended March 31, 2023	Year ended March 31, 2022
	Audited	Audited
Less: Inter-segment eliminations	-	-
<b>Total Profit before Tax</b>	<b>625.97</b>	<b>(3,148.36)</b>
<b>3) Segment Assets</b>		
a) Textile	8,000.85	11,219.40
b) Electricity and Power	2,863.79	927.10
Less: Intersegment elimination	(579.22)	(172.47)
	<b>10,285.42</b>	<b>11,974.04</b>
<b>4) Segment Liabilities</b>		
a) Textile	9,174.67	21,241.74
b) Electricity and Power	7,324.65	8,232.40
Less: Intersegment elimination	(579.22)	(172.47)
	<b>15,920.10</b>	<b>29,301.66</b>
<b>5) Capital Employed</b>	<b>20,468.36</b>	<b>23,618.10</b>
<b>6) Capital Expenditure</b>		
a) Textile	25.99	10.73
b) Electricity and Power	1.66	-
Less: Intersegment elimination		
	<b>27.65</b>	<b>10.73</b>
<b>7) Depreciation and Amortisation expense</b>		
a) Textile	503.50	540.74
b) Electricity and Power	104.87	104.58
Less: Intersegment elimination		
	<b>608.37</b>	<b>645.32</b>

**Notes:**

- Segment revenue, results, assets and liabilities include amounts that are directly attributable to the respective segments. Amounts not directly attributable have been allocated to the segments on the best judgment of the management. Expenses not directly allocable to the segments are treated as "Unallocated Expenses".
- Segment revenues, expenses and results include transfers between business segments. Such transfers are undertaken either at competitive market prices charged to unaffiliated customers for similar goods or at contracted rates. These transfers are eliminated on consolidation.

**47.1** Out of the total revenue, there are no customers contributing to more than 10% of the total revenue.

**47.2** During the year, revenue from customers within and outside India are as follows:

	As at March 31, 2023	As at March 31, 2022
Revenue from domestic sales and Services	8,083.85	12,299.76
Revenue from export sales	-	-
<b>Total</b>	<b>8,083.85</b>	<b>12,299.76</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

**48 Lease:-**

The Group has taken certain office premises under cancellable operating leases. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the company do not contain any variable lease payment or any residual value guarantees. The Group has not entered into any sublease agreement.

Threshold limit for identifying low value lease is ₹ 2.50 lakhs. Short-term leases are leases with a lease term of 12 months or less.

Information in respect of leases for which right-of-use assets and corresponding lease liabilities have been recognised are as follows:

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount right-of-use assets at beginning of the year	8.66	12.18
Additions to right-of-use assets during the year	-	-
Deletions to right-of-use assets during the year	-	1.34
Amortisation of right-of-use assets during the year	2.17	2.17
Interest expense (unwinding of discount) on lease liabilities	1.58	1.86
Total cash outflows in respect of leases	4.32	7.83
Carrying amount right-of-use assets at year end	6.49	8.66

(Refer Note 2(t) for transition effect of first time adoption of Ind AS 116)

(Refer note 44 for maturity analysis of lease liabilities)

Lease rentals of ₹ 8.05 lakhs (PY: ₹ 3.62 lakhs) in respect of short term lease have been recognised in the statement of profit and loss as rent expense.

**49. Contingent liabilities:-**

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Claims against the Company not acknowledged as debts</b>		
<b>1 Taxes in dispute:-</b>		
i) Excise duty Demand	143.00	143.00
ii) Entry-tax	114.58	114.58
iii) Income tax demand	-	-
<b>2 Labour matters:-</b>		
i) labour matter in dispute	71.10	69.36
ii) Employee State Insurance	4.88	-
<b>3 Other:-</b>		
i) Demand for increased lease rent (as per lease rent agreement, rent was supposed to be reviewed by the Government authorities; which was not reviewed and demand for the same is raised during the year 2018-19. The Company has disputed on the grounds of working and retrospective effect of the same)	9,858.98	9,858.98
<b>Total</b>	<b>10,192.54</b>	<b>10,185.92</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

**49.1** Contingent liabilities above represent estimates made mainly for probable claims arising out of litigation and disputes pending with tax authorities. The probability and timing of outflow with regard to these matters depend on the final outcome of litigations / disputes. Hence the Group is not able to reasonably ascertain the timing of the outflow.

**49.2** The Group is subject to legal proceedings and claims which arise in the ordinary course of business. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Group's operations or financial condition.

### 50. Bonus Payable :-

Bonus payable for the financial year 2021-22 ₹ 55.60 Lakhs (being 50% unpaid) is deferred up to October 31, 2023 as per agreed terms with Labour Union.

### 51. Details of provision for contingencies

Provision for contingencies is towards the estimated liability on account of non-fulfilment of export obligations under the Export Promotion Capital Goods Scheme. The details of which are given below:

(₹ In Lakhs)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Balance as at the beginning of the year	892.15	845.35
2	Add: Provision made during the year	46.80	46.80
3	Less: Utilisation/ Reversal	-	
4	Balance as at the end of the year	938.95	892.15

**52.** As there are no loans and advances in the nature of loans to subsidiaries, associates and companies in which Directors are interested, additional disclosure as required by Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

**53.** The Group has incurred net loss (before exceptional items) of ₹ 2,677.45 lakhs during the year, its consolidated accumulated losses were ₹ 38,402.59 lakhs as at March 31, 2023 and its current liabilities exceeded its current assets by ₹ 8,251.74 lakhs as at March 31, 2023. The continuity of the operations of the Group is dependent upon the continued operational and financial support of the Holding Company.

Consequent to the overall slowdown in the textile industry, the Company also witnessed slowdown for demand of its yarns during the current year and the Management believes that this slowdown is temporary and market situation will improve in the coming months. Further the Company anticipates cost savings on raw materials and other operating expenses in the coming years due to alternative options available and additional power supply from solar power plant of fellow subsidiary at a reduced cost. Currently, the Company does not have any external borrowings and is awaiting the NCLT order for the Scheme of merger and restructuring as detailed in Note 54 below. Based on these reasons, the financial statements of the Company have been prepared on a going concern basis.

The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lock down, our operations at the factory and power plant were affected. Considering the unprecedented and ever evolving situation, the Group had made assessment of recoverability and carrying value of its assets comprising of tangible assets, inventories and other current assets as at March 31, 2022 and made appropriate provisions. The situation is continuously evolving, the impact assessed may be different from the estimates made as at the date of approval of these financial statements. The management will continue to monitor any material changes

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

arising due to the impact of this pandemic on financial and operational performance of the Group and take necessary measures to address the situation.

**54.** The Board of Directors of Parent company (Gokak Textiles Ltd (“Gokak” or the Transferee Company”)) at their Board Meeting held on November 12, 2021, have inter alia, approved the Composite Scheme of Arrangement (“the scheme”) under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder. The Scheme, inter alia, provides for:

- a. amalgamation by way of absorption and vesting of Suryoday One Energy Private Limited (“Suryoday”) with and into Gokak and;
- b. Reduction of Share Capital and Re-organisation of reserves of Gokak in a manner as set out in the Scheme. The appointed date As per the scheme is the 1<sup>st</sup> day of April, 2021 or such other date as may be approved by the Honourable National Company Law Tribunal(s), for the purposes of this Scheme.

The Scheme has been approved by the shareholders of the Gokak in their meeting held on December 26, 2022. Subsequently, the petition has been admitted by the NCLT on February 06, 2022 which has directed notice to the statutory authorities and publication of the notice in newspapers. Next hearing of the petition will be on May 31, 2023. Pending the final approval of the Scheme, the financial statements of the Gokak have been prepared without giving any effect to the said Scheme.

**55. Additional Regulatory Information pursuant to Amendment in Schedule III to the Companies Act, 2013**

- a. The Group has not advanced loans or advances in the nature of loans to promoters, directors, KMPs and the related parties.
- b. The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.
- c. The Group is not declared wilful defaulter by and bank or financials institution or lender during the year.
- d. The Group has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- e. The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- f. The Group is in Compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- g. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the entity (ultimate beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- h. The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the entity shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

- (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- i The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- j The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 56.** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
- 57.** Approval of Financial Statements :-The Consolidated financial statements were approved for issue by the board of directors on 26<sup>th</sup> May, 2023.

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh M. Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date : May 26, 2023

Place : Gokak Falls, Gokak  
Date : May 26, 2023

**BOARDS' REPORT  
AND  
FINANCIAL STATEMENTS OF  
GOKAK POWER & ENERGY LIMITED  
FOR THE YEAR ENDED MARCH 31, 2023**



Directors	:	Vinod J. Bhandawat	- Non-Executive Director and Chairman
		Pradip N. Kapadia	- Independent Director
		Nikhil J. Bhatia	- Independent Director
		Ramesh R. Patil	- Wholetime Director
		Chandrakant G. Shah	- Non-Executive Director (upto February 14, 2023)
		Gautam V. Kumtakar	- Non-Executive Director (w.e.f November 21, 2022 )
Chief Financial Officer	:	Vipan Kumar Sharma	
Company Secretary & Compliance Officer	:	Rakesh M. Nanwani	
Statutory Auditors	:	Batliboi & Purohit, Chartered Accountants	
Bankers	:	ICICI Bank Limited	
Hydro Power House	:	Gokak Falls - 591 308 (District Belagavi - Karnataka)	
D J Madan Power House	:	Dupdhal - 591306, Taluka: Gokak Dist. Belagavi, Karnataka	
Registered Office	:	#1, 2 <sup>nd</sup> Floor, 12 <sup>th</sup> Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098	
CIN	:	U40103KA2012PLC062107	
GSTIN	:	29AAECG7331B1ZU	

## Report of Board and Management Discussion & Analysis

To  
The Members of  
**Gokak Power & Energy Limited**

Your Directors present their Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2023.

### 1. Financial Results and State of Company's Affairs

(₹ in Lakhs)

Particulars		For the Financial Year 01.04.2022 to 31.03.2023	For the Financial Year 01.04.2021 to 31.03.2022
(a)	Gross Revenue	961.79	1,255.11
(ai)	Exceptional Income (Insurance Claim)	212.35	0
	Less: Costs	251.68	341.34
(b)	Earnings before Interest, Depreciation & Taxation (EBIDT)	922.46	913.77
	Less: Interest	550.47	698.99
(c)	Cash Profit / (Loss)	371.99	214.78
	Less: Depreciation	355.58	355.32
(d)	Profit Before Tax (PBT)	16.41	-140.54
	Less: Deferred Tax	0.00	0.00
	Other Comprehensive Income	-1.91	5.99
(e)	Net Profit/ (Loss)	14.50	-134.55

### 2. Operations

During the year under review, Company has recorded gross income of ₹ 961.79 lakhs (previous year ₹1,255.11 lakhs) and net profit for the year of ₹14.50 lakhs (previous year ₹(-134.55) lakhs).

During the year under review, 23.8 Million Units of electricity were generated (previous year 27.2 Million Units were generated).

The Company had filed the full and final insurance claim on May 06, 2021 related to the damage of its hydro power plant including Canal system, in the year 2019-20, aggregating to ₹353.65 lakhs. The Company had received an advance amount of ₹100 lakhs from the Insurance Company towards the expenses incurred on repairs. The final claim passed or ₹312.35 lakhs and remaining balance of ₹ 212.35 lakhs was received on June 28, 2022.

The Company has fully re-paid the term loan taken from ICICI Bank Limited on June 29, 2022.

The Company is selling significant portion of their generation to HESCOM. HESCOM has conveyed their inability to extend the Power Purchase Agreement beyond April 2023. The Company has already initiated to sell the electricity units generated under open access to Indian Energy Exchange (IEX).

### 3. Outlook

As per forecast by India Meteorological Department, it is expected that the monsoon will be normal (88 to 112% of LPA). Normal to above normal rainfall is expected over Peninsular India. The reservoirs will be full and water will be available from Hidkal Dam for the whole year for power generation. The company shall put all efforts to maximize the power generation through efficient management and adequate maintenance of the plant.



The financial year 2023-24 had a good start with about 7% excess of budgeted generation in the month of April and May 2023. With good monsoon expected in June-2023, generation shall achieve the budgets.

#### 4. Share Capital

The paid up equity share capital of the Company as on March 31, 2023 was ₹ 49 Crores. During the year under review, the Company has not issued any shares with differential voting rights or 'sweat equity shares' and has not granted any stock options.

#### 5. Dividend and Transfer to Reserves

In view of the results for the year, no dividend has been recommended for the year. No amount has been transferred to the Reserves during the year.

#### 6. Material changes and commitments

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the Report.

#### 7. Holding Company / Subsidiary Company/Joint venture/Associate

The Company is subsidiary of Gokak Textiles Limited, which holds 51 % of the paid-up share capital. Gokak Textiles limited is engaged in the business of textiles, manufacturing cotton yarn, blended yarn, fabrics, terry towels, t-shirts, undergarments, etc.

The Company does not have any subsidiary / associate or joint venture Company.

#### 8. Deposits

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and Rules framed there under and there is no outstanding deposit.

#### 9. Board of Directors and Key Managerial Personnel

The composition of Board of Directors of the Company is as under:

Sr. No	Name of the Director	Designation	Category
1	Mr. Vinod J. Bhandawat (DIN: 02873571)	Director	Non-Executive Non-Independent
2	Mr. Pradip N. Kapadia (DIN:00078673)	Director	Non-Executive Independent
3	Mr. Nikhil J. Bhatia (DIN: 00414281)	Director	Non-Executive Independent
4	Mr. Ramesh R. Patil (DIN:07568951)	Wholetime Director	Executive Non-Independent
5	Mr. Chandrakant G. Shah (DIN: 00002358) *	Director	Non-Executive Non-Independent
6	Mr. Gautam V. Kumtakar (DIN: 09791999) #	Additional Director	Non-Executive Non-Independent

\* resigned w.e.f February 14, 2023

# Appointed as an Additional Director w.e.f November 21, 2022

Mr. Vinod Bhandawat is due to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board of Directors recommends his re-appointment as Director of the Company.

The Shareholders of the Company at the their meeting held on September 29, 2022 approved re-appointment of Mr. Ramesh R. Patil as Whole-time Director for a further term of two years commencing from September 08, 2022.

Mr. Gautam V. Kumtakar has been appointed as an Additional Director of the Company with effect from November 21, 2022. In the Notice of ensuing Annual General Meeting of the Company an item for appointment of Mr. Gautam V. Kumtakar as Non - Independent Non – Executive Director of the Company has been included.

Mr. Chandrakant G. Shah, Non - Independent Non – Executive Director of the Company resigned w.e.f. close of business hours on February 14, 2023.

Key Managerial Personnel of the Company as on March 31, 2023 were Mr. Ramesh R. Patil, Whole-time Director, Mr. Rakesh M. Nanwani, Company Secretary and Mr. Vipin Kumar Sharma, Chief Financial Officer.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances, which may affect their status as the Independent Directors during the year.

**10. Meetings of the Board of Directors and Attendance**

The Board met at least once in each quarter. 4 Meetings were held during the financial year ended March 31, 2023 i.e. on May 26, 2022; August 10, 2022; November 09, 2022 and February 10, 2023. The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Board Meetings held during the Financial year ended March 31, 2023	
		Held	Attended
1.	Mr. Vinod Bhandawat	4	4
2.	Mr. Pradip N. Kapadia	4	4
3.	Mr. Nikhil J. Bhatia	4	4
4.	Mr. Ramesh R. Patil	4	4
5.	Mr. Chandrakant G. Shah *	4	4
6.	Mr. Gautam V. Kumtakar #	4	1

\* resigned w.e.f February 14, 2023

# Appointed as an Additional Director w.e.f November 21, 2022

**11. Committees of the Board**

**a. Audit Committee**

The Company has an Audit Committee at the Board level which acts as the link between the Management and the Statutory and Internal Auditors and the Board of Directors. It interacts with statutory and internal auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with necessary assistance and information, so as to enable it to carry out its function effectively.

**The composition of Audit Committee of the Company is as under:**

Sr. No	Name of the Director	Category
1	Mr. Nikhil J. Bhatia - Chairman (DIN: 00414281)	Non-Executive Independent
2	Mr. Pradip N. Kapadia (DIN:00078673)	Non-Executive Independent
3	Mr. Chandrakant G. Shah (DIN: 00002358)	Non-Executive Non-Independent



The Chairman of the Audit Committee is an Independent Director. Majority of Members of the Audit Committee including its Chairperson have the ability to read and understand the financial statement. The Whole-time Director and Chief Financial Officer are permanent invitees to the Audit Committee Meetings. The Company Secretary also functions as Compliance Officer.

The Statutory Auditors and Internal Auditors of the Company are also invited to the Audit Committee Meetings. Discussions with the Management and the Statutory Auditors, the audit plan for the financial year and a joint post-audit review of the same are held at regular intervals.

The Company places all the relevant details before the Audit Committee periodically.

The Committee meets at least once in each quarter. 4 Meetings were held during the financial year ended March 31, 2023 i.e on May 26, 2022; August 10, 2022; November 09, 2022 and February 10, 2023.

**The number of meetings held and attended during the year are as under:**

Sr. No	Name of the Directors	Number of Audit Committee Meetings held during the Financial year ended March 31, 2023	
		Held	Attended
1.	Mr. Nikhil J. Bhatia – Chairman	4	4
2.	Mr. Pradip N. Kapadia	4	4
3.	Mr. Chandrakant G. Shah	4	4

#### **b. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is responsible for determining the compensation payable to Directors, Executive Director and the Senior Management Personnel, based on industry practices and performance of individuals.

Brief description of terms of reference:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
2. Shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
3. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. Devising a policy on Board diversity.
5. Recommending the remuneration after taking into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
6. Reviewing and determining all elements of remuneration package striking the balance between the interest of the Company and the shareholders.

7. All information about the Directors/Managing Director/ Whole time Director/ Key Managerial Personnel i.e background details, past remuneration, recognition or awards, job profile, etc., shall be considered and disclosed to Shareholders, whenever required.

**The composition of Nomination and Remuneration Committee of the Company is as under:**

Sr. No	Name of the Director	Category
1	Mr. Nikhil J. Bhatia - Chairman (DIN: 00414281)	Non-Executive Independent
2	Mr. Pradip N. Kapadia (DIN:00078673)	Non-Executive Independent
3	Mr. Chandrakant G. Shah (DIN: 00002358)	Non-Executive Non-Independent

Two (2) Meetings were held during the financial year ended March 31, 2023 i.e. on May 26, 2022 and November 09, 2022.

The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Nomination and Remuneration Committee Meetings held during the Financial year ended March 31, 2023	
		Held	Attended
1.	Mr. Nikhil J. Bhatia - Chairman	2	2
2.	Mr. Pradip N. Kapadia	2	2
3.	Mr. Chandrakant G. Shah	2	2

## 12. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Audit and Nomination and Remuneration Committees.

In a separate meeting of Independent Directors, performance of Non- Independent Directors of the Board as a whole and the performance of the Chairman were evaluated.

## 13. Particulars of Employees

During the financial year 2022 - 23, the Company did not have any employee who was in receipt of remuneration in aggregate not less than ₹ 1.02 crores P.A if employed through the financial year and in aggregate not less than ₹ 8.50 lakhs P.M if employed for part of financial year.

## 14. Auditors and Auditors Report :

### (a) Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration no. 101048W) were appointed as the Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of the 6<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company.

Pursuant to the provisions of section 139 (2), M/s Batliboi & Purohit, Chartered Accountants, were eligible to be re-appointed as statutory auditors of the Company for another term of five years.





The shareholders of the Company at their 11<sup>th</sup> Annual General Meeting held (AGM) held on September 29, 2022 had re-appointed Batliboi & Purohit Chartered Accountants as Statutory Auditors of the Company until the Conclusion of the 16<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027 and authorized the Board to fix the remuneration.

The Audit Report of the Statutory Auditors forms part of the Annual Report. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditor's remarks in their report are self-explanatory and do not call for any further comments.

**(b) Secretarial Auditor**

Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has appointed KDSH & Associates LLP, Company Secretaries, to conduct Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure I** to this Report. The Report of the Secretarial Auditor of the Company does not contain any qualification, reservation or adverse remark or disclaimer.

**15. Particulars of loans, guarantees or investments under section 186**

Particulars of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements, as applicable.

**16. Particulars of contracts or arrangements with related parties:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business.

During the year under review, there were no materially significant related party transactions with the Promoter, Directors, Key Managerial Personnel or the Designated Persons, which may have a potential conflict with the interest of Company at large except sale of power to the holding company, which has been approved by the shareholders.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive nature. The transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 has been disclosed in Form No. AOC-2 as **Annexure II** to this report.

**17. Statutory Disclosures :**

There are no significant and material orders passed by the regulators or courts or tribunals which would impact the going concern status and Company's operations in future.

**18. Obligation of Company under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has adopted a policy as per the provisions of Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace. Internal Complaints & Committee (ICC) has been setup to redress complaints received regarding sexual harassment as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints on sexual harassment were received.

**19. Conservation of energy, technology absorption and foreign exchange earnings and outgo :**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**a) Conservation of energy :**

(i)	The steps taken or impact on conservation of energy.	Replaced old CFLs with new efficient LED bulbs
(ii)	The steps taken by the Company for utilizing alternate sources of energy.	NIL
(iii)	The capital investment on Energy conservation equipments	NIL

**(b) Technology absorption :**

(i)	the efforts made towards technology absorption	Installed DLMS (Device Language Message Specification) meters for high accuracy
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Constructed modified-coffer dam that reduces cost and time for old canal repairs
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof and future plan of action		
(iv)	the expenditure incurred on Research and Development	

**(c) Foreign exchange earnings and outgo : NIL**

**20. Human Resources :**

Human resource is the most important resource for your company and this resource has been provided opportunity for self-development and provided very good working and social environment to attract and retain the talent.

The employee relations have been very cordial and this has helped put forth sustained efforts even during challenging period to achieve the desired output of the plant.

**21. Directors' Responsibility Statement:**

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 and based on the representations received from the operating management, the Directors hereby confirm that :-

- a. in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d. they have prepared the annual accounts, on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **22. Internal Financial Control and their adequacy:**

The Company has Internal Control systems, which ensure that all transactions are satisfactorily recorded and reported and all assets are protected against loss from an unauthorized use or otherwise. The internal control systems are supplemented by an internal audit system carried out by independent firm of Chartered Accountants and a periodical review by the management. The findings of such Internal Audits are addressed through suitable corrective measures. The Audit Committee of the Board meets at a regular intervals and advises on significant issues raised by, both, the Internal Auditors and the Statutory Auditors. The process of internal control, systems, statutory compliance, risk analysis, information technology and its management are woven together to provide a meaningful support to the management of the business.

Batliboi & Purohit, Chartered Accountants, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued report, inter alia, on the internal financial controls over financial reporting as defined under section 143 of the Companies Act, 2013.

## **23. Risk Management Policy:**

The Company recognizes that risk is an integral part of business. The company has developed and implemented a 'Risk Management Policy' as per which the Directors themselves periodically assess risks in the internal and external environment as also elements of risk, if any, which may threaten the existence of the company.

The main objective of this plan is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the plan establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, Competition, Business risk, Technology obsolescence, retention of talent and expansion of facilities. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

## **24. Details of Fraud Report by Auditor:**

There have been no instances of fraud reported by the Statutory Auditor of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

## **25. Corporate Social Responsibility Committee (CSR)**

The provisions of section 135 of the Companies Act, 2013 are not presently applicable to the Company.

The Company has ensured necessary compliance with the requirements of the Companies Act, 2013 and other authorities and the details of non-compliance and penalties are not applicable. The Company follows all relevant Accounting Standards. The Company as compiled with all the Secretarial Standards (SS) issued by The Institute of Company Secretaries of India.

**26. Annual Return:**

Pursuant to the provisions of Section 92(3) read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, every company shall place a copy of annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's Report and a copy of the Annual Return shall be filed with the Registrar. The Company does not have website, the Annual Return will be filed with Registrar.

**27. Change In The Nature Of Business, If Any:**

There is no change in the Nature of Business of the Company.

**28. Transfer of Unclaimed Dividend To Investor Education And Protection Fund:**

Since no dividend has been declared by the Company, there was no unpaid/unclaimed dividend and accordingly the provisions of Section 125 of the Companies Act, 2013 do not apply.

**29. Details Of Application Made Or Any Proceeding Pending Under The Insolvency And Bankruptcy Code, 2016 (31 Of 2016) During The Year Along With Their Status As At The End Of The Financial Year: NIL**

**30. The Details Of Difference Between Amount Of The Valuation Done At The Time Of One Time Settlement And The Valuation Done While Taking Loan From The Banks Or Financial Institutions Along With The Reasons Thereof:**

The Company has not undergone for valuation during the year.

**31. Acknowledgements:**

Your Directors wish to place on record their sincere appreciation for the assistance given by the Company's Bankers and acknowledge that their support has been a source of considerable strength. The Directors commend the continued commitment and dedication of employees at all levels. The Directors also wish to acknowledge with thanks all other stakeholders for their valuable sustained support and encouragement. Your Directors look forward to receiving similar support and encouragement from all stakeholders in the years ahead.

**For and on behalf of the Board of Directors**

Place : Mumbai,  
Date : May 26, 2023

**Ramesh R. Patil**  
Whole-time Director  
DIN : 07568951

**Vinod Bhandawat**  
Chairman  
DIN: 02873571



**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**  
**[Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

**FOR THE FINANCIAL YEAR ENDED: 31<sup>st</sup> March, 2023**

To,  
The Members,  
**GOKAK POWER & ENERGY LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOKAK POWER & ENERGY LIMITED (CIN: U40103KA2012PLC062107)** (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, we hereby report that in our opinion, the Company has, during the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; -Not Applicable
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment and overseas direct investment and External Commercial Borrowings. (No such transaction took place during the Audit Period);
  - 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; -Not Applicable
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;- Not Applicable
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -Not Applicable
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; -Not Applicable
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; -Not Applicable
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;- Not Applicable
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -Not Applicable
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; -Not Applicable
  - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; -Not Applicable
- vi. Other laws applicable specifically to the Company namely:  
Labour Laws
    - a) The Factories Act, 1948
    - b) The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
    - c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952 and Employees Deposit Linked Insurance Scheme, 1976
    - d) The Employees State Insurance Act, 1948
    - e) The Payment of Wages Act, 1936
    - f) The Child Labour (Regulation & Abolition) Act, 1970
    - g) The Shops & Establishments Act, 1961

- h) The Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963
- i) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- j) The Industrial Disputes Act, 1947
- k) The Minimum Wages Act, 1948
- l) Payment of Bonus Act, 1965
- m) The Industrial Employment (Standing Orders) Act, 1946
- n) The Karnataka Labour Welfare Fund Act, 1965
- o) Payment of Gratuity Act, 1972

#### Environmental Laws

- a) The Water (Prevention & Control of Pollution) Act, 1974
- b) The Air (Prevention & Control of Pollution) Act, 1981

The Company is not discharging the contaminated water at the public drains/rivers. The company has efficient water treatment plants at its factory premises.

The company has been disposing the hazardous waste as per applicable rules.

#### Power Sector

- a) The Electricity Act, 2003
- b) National Tariff Policy
- c) Essential Commodities Act, 1955

#### Other Laws

- a) The Indian Stamp Act, 1899
- b) Information Technology Act, 2000
- c) The Competition Act, 2002

#### **We have also examined compliance with the applicable clauses of the following:**

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting i.e SS-1 and SS-2.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The Meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The Annual General Meeting held on 29<sup>th</sup> September, 2022;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director;
- k) Payment of remuneration to Directors.
- l) Appointment and remuneration of Auditors.
- m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- n) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- o) Investment of the Company's funds including investments and loans to others;
- p) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- q) Board's Report;
- r) Contracts, common seal, registered office and publication of name of the Company;
- s) Generally, all other applicable provisions of the Act and the Rules made under the Act.



## We 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 and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that 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.

Place: Bangalore  
Date: 25/05/2023

For **KDSH & Associates LLP**

Kiran Desai  
Designated Partner  
FCS10056| CP No: 12924  
UDIN: F010056E000373947  
Peer Review Certificate Number 2406/2022

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

**'Annexure A'**

To,  
The Members,  
**Gokak Power & Energy Limited**  
CIN: U40103KA2012PLC062107  
#1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar,  
Bangalore-560098

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Whole-time Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws and Environment laws.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Bangalore  
Date: 25/05/2023

For **KDSH & Associates LLP**

Kiran Desai  
Designated Partner  
FCS10056| CP No: 12924  
UDIN: F010056E000373947  
Peer Review Certificate Number 2406/2022

## Form AOC-2

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

Forms for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of The Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1.	Details of contracts / arrangements or transactions not at arm's length basis	NIL
2.	Details of material contracts / arrangements or transactions at arm's length basis	01-April-2022 to 31-March-2023
	a. Name of related party and nature of relationship	Gokak Textiles Limited (Holding Company)
	b. Nature of contracts / arrangements /transactions	Agreement for transfer of power between Gokak Power & Energy Limited and Gokak Textiles Limited, Holding Company captive user for consumption.
	c. Duration of contracts / arrangements/ transactions	20 years w.e.f. 27.09.2012
	d. Salient terms of the contracts / arrangements/ transactions including Value, if any	Captive user agrees to pay ₹ 4.47 + ₹ 0.20 (electricity duty) for every unit of power transferred, subject to conditions laid out in the agreement
	e. Dates of Approval by the Board, if any	22.05.2012
	f. Amount paid as advance, if any	Security Deposit – Rupees One Lakh

For and on behalf of the Board of Directors

Place : Mumbai,  
Date : May 26, 2023

**Ramesh R. Patil**  
Whole-time Director  
DIN : 07568951

**Vinod Bhandawat**  
Chairman  
DIN: 02873571



## Independent Auditor's Report

To the Members of **Gokak Power & Energy Limited**

Report on the audit of Financial Statements

### Opinion

We have audited the accompanying financial statements of **Gokak Power & Energy Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of

the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, there is no remuneration paid/provided by the Company to its directors during the year under the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on audit procedures performed, nothing has come to our attention that causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg. No.: 101048W

**N. S. Gaur**

Partner  
Membership No: 137138  
ICAI UDIN: 23137138BGYKXR3320

Place: Mumbai

Date: May 26, 2023

## Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended March 31, 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all items of Property, Plant and Equipment are verified once in every two years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the said programme, certain items of Property, Plant and Equipment were physically verified during the year and no material discrepancies were observed on such verification.
- (c) Based on our examination of According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title in respect of self-constructed building (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventories (consisting of stores and spares) at reasonable intervals during the year. In our opinion, with regards to the nature and size of its inventories, the coverage and procedure of such physical verification carried out during the year were appropriate. Discrepancies noted during such physical verification were less than 10% of respective inventory classes. All discrepancies noted during the year were properly dealt with in the books of account.
- (b) During the year, the Company did not have any sanctioned working capital limits in excess of five crore rupees, in aggregate, from any banks on the basis of security of its current assets. Accordingly, paragraph 3(ii)(b) of the Order is not applicable.
- (iii) During the year, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or given guarantees in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Accordingly, reporting under paragraph (iv) of the Order is not applicable.
- (v) According to information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and as explained the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company.

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, though there has been slight delays in few months in deposit of 'Tax Deducted at Source' which have not been serious.

According to the information and explanations given to us, no undisputed statutory dues referred above were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us by the Company and on the basis of our examination of the books of account and the record, there are no dues of Provident Fund, employees' state insurance Income Tax, Goods and service tax, Duty of Customs, outstanding on account of any dispute.
- viii) According to the information and explanations given to us, no transactions have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which was not recorded in the books of account. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) (a) According to the information and explanations given to us and on the basis of our audit procedures, the Company has defaulted in repayment of principal and payment of interest to a lender. The details are given below:

<b>Nature of borrowing</b>	<b>Name of Lender</b>	<b>Amount not paid on due date (₹ in lakhs)</b>	<b>Whether interest or principal</b>	<b>No of days delay or unpaid</b>	<b>Remarks</b>
Term loan	ICICI Bank Ltd	237.64	Principal	87 days	Paid on June 24, 2022

- (b) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, no term loans were obtained during the year by the Company. Accordingly, paragraph 3(ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us and based on the audit procedures performed by us, no funds have been raised on short term basis by the Company.
- (e) According to the information and explanations given to us and based on the audit procedures performed by us, the Company does not have any subsidiaries, joint ventures or associate companies. Accordingly, paragraph 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and based on the audit procedures performed by us, the Company does not have any subsidiaries, joint ventures or associate companies. Accordingly, paragraph 3(ix)(f) of the Order is not applicable.
- (x) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally) during the year.

- (xi) (a) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us and based on the audit procedures performed by us, no report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was filed with the Central Government during the year or upto the date of the Report.
- (c) As represented to us by the management, no whistle blower complaints were received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a 'nidhi' company and it has not accepted any deposits. Accordingly, paragraph 3(xii)(a), paragraph 3(xii)(b) and paragraph 3(xii)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on the audit procedures performed by us, transactions with the related parties during the year were in compliance with sections 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards. Provisions of Section 177 of the Act are not applicable to the Company.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- (xv) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of section 192 of the Act and paragraph 3(xv) of the Order are not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
- (c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the Group (as defined the Core Investment Companies (Reserve Bank) Direction 2016) has two Core Investment Companies (CICs) as part of the Group.
- (xvii) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not incurred cash losses in the financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting

its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) According to the information and explanations given to us and based on audit procedures performed by us, the Company was not required to spend any amount in terms of Section 135 of the Act during the year. Accordingly, second proviso to sub-section (5) of section 135 of the said Act and paragraph 3(xx)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on audit procedures performed by us, the Company did not have any ongoing project in terms of Section 135 of the Act during the year. Accordingly, provision of sub-section (6) of section 135 of the said Act and paragraph 3(xx)(b) of the Order is not applicable.
- (xxi) This Report is issued on the standalone financial statements of the Company. Accordingly, paragraph 3(xxi) of the Order is not applicable.

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

**N. S. Gaur**  
Partner  
Membership No: 137138  
ICAI UDIN: 23137138BGYKXR3320

Place: Mumbai  
Date: May 26, 2023



## **Annexure - B to the Auditors' Report**

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

### **Opinion**

We have audited the internal financial controls over financial reporting of Gokak Power & Energy Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

For **BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg. No.: 101048W

**N. S. Gaur**

Partner  
Membership No:137138  
Place: Mumbai  
Date: May 26, 2023  
ICAI UDIN: 23137138BGYKXR3320



**GOKAK POWER & ENERGY LIMITED  
BALANCE SHEET AS AT MARCH 31, 2023**

(₹ in lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
<b>Assets</b>			
<b>1 Non-current assets</b>			
a) Property, Plant and Equipment	3	8,757.20	9,111.13
b) Capital work-in-progress		-	-
		<b>8,757.20</b>	<b>9,111.13</b>
c) Financial Assets:			
i) Investments	4	0.26	0.26
d) Tax assets			
i) Deferred tax assets (net)		-	-
ii) Income tax assets (net)		6.93	11.00
		<b>6.93</b>	<b>11.00</b>
e) Other non-current assets	9A	0.50	0.75
<b>Total Non-current assets</b>		<b>8,764.89</b>	<b>9,123.14</b>
<b>2 Current assets</b>			
a) Inventories	6	10.12	10.39
b) Financial Assets:			
i) Trade receivables	5	585.73	238.70
ii) Cash and cash equivalents	7A	1.42	0.86
iii) Bank balances other than (ii) above	7B.	-	792.05
		<b>597.27</b>	<b>1,042.00</b>
c) Current tax assets (net)			
d) Other current assets	9B	34.07	44.38
<b>Total Current assets</b>		<b>631.34</b>	<b>1,086.38</b>
<b>Total Assets</b>		<b>9,396.24</b>	<b>10,209.52</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	10	4,900.00	4,900.00
b) Instruments entirely equity in nature	11A	80.00	-
c) Other equity	11B	(2,908.42)	(2,922.91)
<b>Total Equity</b>		<b>2,071.58</b>	<b>1,977.09</b>

(₹ in lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities:			
i) Borrowings	12	-	-
ii) Other financial liabilities	13A	1.00	1.00
		<b>1.00</b>	<b>1.00</b>
b) Provisions	14A	1.53	1.64
<b>Total Non-current liabilities</b>		<b>2.53</b>	<b>2.64</b>
<b>2 Current liabilities</b>			
a) Financial liabilities:			
i) Borrowings	16	7,223.48	8,170.67
ii) Trade payables	17		
- dues to Micro and small enterprises		-	-
- dues to Creditors other than Micro and small enterprises		13.44	11.25
iii) Other financial liabilities	13B	17.72	25.79
		<b>7,254.64</b>	<b>8,207.71</b>
b) Provisions	14B	9.98	8.42
c) Other current liabilities	15	57.51	13.66
<b>Total current liabilities</b>		<b>7,322.13</b>	<b>8,229.79</b>
<b>Total Liabilities</b>		<b>7,324.66</b>	<b>8,232.43</b>
<b>Total Equity and Liabilities</b>		<b>9,396.24</b>	<b>10,209.52</b>

See accompanying notes forming part of the financial statements 1 to 37  
The notes are an integral part of the these financial statements.

**As per our report of even date  
For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023



**GOKAK POWER & ENERGY LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Note No.	Year Ended March 31, 2023	Year Ended March 31, 2022
I Revenue from operations	18	956.10	1,224.40
II Other income	19	5.69	30.71
<b>III Total Income</b>		<b>961.79</b>	<b>1,255.11</b>
<b>IV Expenses</b>			
Employee benefits expense	20	73.63	77.65
Finance costs	21	550.47	698.99
Depreciation and amortisation expense	22	355.58	355.32
Other expenses	23	178.05	263.69
<b>Total expenses</b>		<b>1,157.73</b>	<b>1,395.65</b>
<b>V Profit / (Loss) before exceptional items and tax</b>		<b>(195.94)</b>	<b>(140.54)</b>
VI exceptional items	23.1	212.35	
<b>VII Profit / (loss) before tax</b>		<b>16.41</b>	<b>(140.54)</b>
<b>VIII Tax expense:</b>			
Current tax		-	-
Deferred tax		-	-
		-	-
<b>IX Profit / (loss) for the year</b>		<b>16.41</b>	<b>(140.54)</b>
<b>X Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans	24	(1.91)	5.99
Other Comprehensive Income, net of tax		(1.91)	5.99
<b>XI Total Comprehensive Income / (loss) for the year</b>		<b>14.50</b>	<b>(134.55)</b>
<b>XII Earning per equity share</b>	25		
Basic and diluted earnings per equity share		₹ 0.03	₹ (0.29)

See accompanying notes forming part of the financial 1 to 37 statements

**As per our report of even date**  
**For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**  
Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK POWER & ENERGY LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

PARTICULARS	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit \ (Loss) before tax for the year	16.41	(140.54)
Adjustments for:		
Depreciation expenses	355.58	355.32
Finance Cost	550.47	698.99
Balances written off / (back)	(1.41)	(0.03)
Interest Income	(4.27)	(30.69)
Provision for doubtful debts	-	7.66
Exceptional Income	(212.35)	-
Cash Generated from operations before working capital changes	704.42	890.72
Adjustments for:		
(Increase)/decrease in trade receivables	(347.03)	380.91
(Increase)/decrease in inventories	0.27	(0.01)
(Increase)/decrease in Other Assets	10.56	(8.20)
(Increase)/decrease in Other Financial Assets	-	1.53
(Increase)/decrease in trade payables	2.07	2.84
Increase / (Decrease) in Provision	(0.47)	5.44
Increase / (Decrease) in other Financial Liabilities	(8.07)	(97.47)
Increase / (Decrease) in other Liabilities	(7.13)	(0.26)
Cash generated from operations	354.62	1,175.50
Taxes paid (net of refunds)	4.07	3.79
<b>Net cash generated from operating activities - [A]</b>	<b>358.69</b>	<b>1,179.29</b>
<b>B. Cash Flow from Investing Activities :</b>		
Purchase of tangible assets (including CWIP)	(1.66)	(8.45)
Insurance claim received	212.35	-
Movements in other bank balances	792.05	(27.62)
Interest received	4.27	30.69
<b>Net cash flow from/ (used in) investing activities [B]</b>	<b>1,007.01</b>	<b>(5.38)</b>
<b>C. Cash Flow from Financing Activities :</b>		
Finance Cost Paid	(30.24)	(173.65)
Proceeds from instruments entirely equity in nature - perpetual loans	80.00	-
Repayment of instruments entirely equity in nature - perpetual loans	(180.00)	-
Repayment of Borrowings (including current maturities)	(1,234.89)	(1,353.05)
Proceeds from Borrowings	-	352.00
<b>Net cash flow from/ (used in) financing activities [C]</b>	<b>(1,365.13)</b>	<b>(1,174.70)</b>



(₹ in lakhs)

PARTICULARS		Year ended March 31, 2023	Year ended March 31, 2022
	Net increase/ (decrease) in cash and cash equivalents [D]= [A]+[B]+[C]	0.56	(0.79)
	Cash and cash equivalents as at beginning [E]	0.86	1.65
	Cash and cash equivalents as at closing [D]+[E]	1.42	0.86
<b>D.</b>	<b>COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
	Cash on Hand	0.00	0.05
	Balances with banks:		
	- In current accounts	1.42	0.81
		1.42	0.86

**Notes:**

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS-7), "Cash Flow Statements".
- Change in Borrowings are shown net of receipts and payments.
- Previous year figures have been rearranged/regrouped wherever necessary.

**As per our report of even date****For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK POWER & ENERGY LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

**a. Equity share capital****Current reporting period**

Balance as at April 01, 2022	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance as at March 31, 2023
4,900.00	-	4,900.00	-	4,900.00

**Previous reporting period**

(₹ In Lakhs)

Balance as at April 01, 2021	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance as at March 31, 2022
4,900.00	-	4,900.00	-	4,900.00

**b. Instruments entirely equity in nature****Current reporting period**

(₹ In Lakhs)

Balance as at April 01, 2022	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in instruments during the year	Balance as at March 31, 2023
	-	-	-	-

**Previous reporting period**

(₹ In Lakhs)

Balance as at April 01, 2021"	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in instruments during the year	"Balance as at March 31, 2022
-	-	-	-	-



**b. Other equity****Current reporting period**

Particulars	Reserves and surplus (₹ In Lakhs)	
	Amount	Total Equity attributable to equity holders of the Company
<b>Retained earnings</b>		
<b>Balance at April 1, 2022</b>	<b>(2,922.91)</b>	<b>(2,922.91)</b>
Profit for the year	16.41	16.41
Other comprehensive income for the year, net of income tax	(1.91)	(1.91)
<b>Total comprehensive income for the year</b>	<b>14.50</b>	<b>14.50</b>
<b>Balance at March 31, 2023</b>	<b>(2,908.42)</b>	<b>(2,908.42)</b>
<b>Total Other Equity</b>	<b>(2,908.42)</b>	<b>(2,908.42)</b>

**Previous reporting period**

Particulars	Reserves and surplus (₹ In Lakhs)	
	Retained earnings	Total Equity attributable to equity holders of the Company
<b>Balance at April 1, 2021</b>	<b>(2,788.36)</b>	<b>(2,788.36)</b>
Profit / (Loss) for the year	(140.54)	(140.54)
Other comprehensive income for the year, net of income tax	5.99	5.99
<b>Total comprehensive income for the year</b>	<b>(134.55)</b>	<b>(134.55)</b>
<b>Balance at March 31, 2022</b>	<b>(2,922.91)</b>	<b>(2,922.91)</b>
<b>Total Other Equity</b>	<b>(2,922.91)</b>	<b>(2,922.91)</b>

**As per our report of even date****For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipin Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023

**GOKAK POWER & ENERGY LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**1 Corporate Information**

Gokak Power and Energy Limited ('the Company') is public company incorporated on January 17, 2012 under the provisions of Companies Act, 1956. The Company is in the business of generation of hydro power. The Company has 10.80 MW of Hydro power plant. Its registered office at #1, 2<sup>nd</sup> Floor, 12<sup>th</sup> Cross Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore KA 560098.

**2 Basis of preparation****(a) Statement of Compliance**

The financial statement have been prepared in accordance with Indian Accounting standards ( IND AS ) notified under section 133 of the Companies Act 2013, the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Details of the Company's accounting policies are included in Note 2.1

**(b) Functional and presentation currency**

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest lakhs, unless otherwise indicated.

**(c) Basis of measurement**

The financial statements have been prepared on the historical cost basis except for the following items:

<b>Items</b>	<b>Measurement basis</b>
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

**(d) Use of Estimates :**

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

**Assumptions and estimations of uncertainties**

Information about assumptions and estimations of uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 is included in the following notes:

Note 2.1(g) - recognition of deferred tax assets

Note 26 - measurement of defined benefit obligations: key actuarial assumptions;

Note 2.1(b) - useful life of property, plant and equipment"

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****(e) Measurement of fair values**

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The valuation team regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**2.1 Significant accounting policies****(a) Property, plant and equipment:**

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price and any other directly attributable costs of bringing the assets to its working condition for its intended use. Adjustments arising from the exchange rates variances relating to liabilities attributable to fixed assets are expensed out.

**(b) Depreciation /Amortisation:**

Depreciation is provided on a pro-rata basis on the straight line method at the rates prescribed under Schedule II to the Companies Act, 2013.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Useful Life In years</b>
1	Building and Structures	30
2	Plant and Machinery	40
3	Furniture and Fixture	10
4	Office Equipments	5

**(c) Borrowing cost :**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**(d) Financial instruments****i. Recognition and initial measurement**

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

**ii. Classification and subsequent measurement**

**Financial assets**

**Financial assets carried at amortised cost:**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**Financial liabilities and equity**

**Classification as debt or equity**

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss (FVTPL).

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

**Equity**

An equity is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

### iii. De-recognition

#### Financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised.

#### Financial liabilities

The Company de-recognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Company also de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

### iv. Off setting

Financial assets and financial liabilities are off set and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

### (e) Revenue recognition :

Revenue from Generation, Transmission and Distribution of power is recognised net of cash discounts, for each unit of electricity delivered at the contracted rate.

Revenue from renewable energy certificates is recognised on accrual basis.

### (f) Provisions and Contingent Liability

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to the obligations, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Reimbursement against a provision is recognised as a separate asset based on virtual certainty. Contingent Assets are not recognised.

### (g) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

**ii. Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

**Deferred tax is not recognised for:**

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company off sets, the current tax assets and liabilities (on year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

**h) Earnings per Share**

The Company reports basic and diluted earnings per equity share in accordance with Ind AS 33, on Earnings Per Share. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

**(i) Impairment****(i) Financial assets**

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

### (ii) Non-financial assets

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

### (j) Inventories :

Inventories are valued at lower of cost and net realisable value. Stores, Spares and loose Tools cost is determined on weighted average method.

### (k) Employee Benefits :

#### Short - term obligations

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

#### Other long term Employee benefit obligation

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss. Compensated absences of badli workers are provided on accrual basis.

#### Defined Contribution Plans:

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

#### Defined Benefit Plan

Retirements benefits in the form of Gratuity for eligible employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. Gratuity of badli workers is determined on accrual basis based on the proportionate time of services rendered. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

**(l) Cash and Cash equivalents :**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, bank balance, deposits held at call with financial institutions.

**(m) Cash flow statement**

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

**(n) Recent accounting pronouncements**

On March 31, 2023, Ministry of Corporate Affairs ('MCA') issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 ('the Rules'), applicable for annual reporting periods beginning on or after April 01, 2023, which are as below:

**Ind AS 1 – Presentation of Financial Statements:**

Entities are required to disclose its 'material accounting policy information' instead of its 'significant accounting policies'. Guidance has been added to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material. The amendments also clarify that (a) accounting policy information may be material because of its nature, even if the related amounts are immaterial; (b) accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements; and (c) if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. These amendments are not expected to have any material impact on the financial statements of the Company.

**Ind AS 8 – Accounting policies, Changes in Accounting estimates and Error:**

The definition of 'change in accounting estimates' is replaced with a definition of 'accounting estimates'. As per the new definition accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The amendments have also added explanation for treatment and recognition of changes in accounting estimates. These amendments are not expected to have any material impact on the financial statements of the Company.

**Ind AS 12 – Income taxes:**

Transactions which give rise to equal taxable and deductible temporary differences (at time of the transaction) have been added to exceptions to the initial recognition exemption provided in the Ind AS 12. The amendments also apply to taxable and deductible temporary differences associated with right-of-use assets and lease liabilities, and decommissioning obligations and corresponding amounts recognised as assets at the beginning of the earliest comparative period presented and requires recognition of the cumulative effect of initially applying the amendments as





an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. These amendments are not expected to have any impact on the financial statements of the Company.

**Other Ind AS:**

Amendments pertaining to other Ind AS [i.e. Ind AS 34 - Interim Financial Reporting, Ind AS 101 – First Time Adoption of Indian Accounting Standards, Ind AS 102 – Share-based Payments, Ind AS 103 – Business Combinations, Ind AS 107 – Financial Instruments Disclosures, Ind AS 109 – Financial Instruments and Ind AS 115 – Revenue from Contracts with Customers] contained the said Rules are in the nature of either certain corrections of errors/references or consequential changes in respect of the above mentioned amendments and do not have any material impact on existing accounting principles.

**3. Property, plant and equipment**

(₹ in lakhs)

Particulars	Building and structures	Plant and machinery	Furniture, Fixtures and Office Equipments	Vehicles	Total
<b>Cost or Deemed cost</b>					
Balance at March 31, 2021	6,777.64	4,644.67	1.15	0.63	11,424.09
Additions	-	-	-	8.45	8.45
Disposal	-	-	-	-	-
Balance at March 31, 2022	6,777.64	4,644.67	1.14	9.08	11,432.53
Additions	-	1.49	0.17	-	1.66
Disposal	-	-	-	-	-
Balance at March 31, 2023	6,777.64	4,646.17	1.31	9.08	11,434.19
<b>Accumulated depreciation and impairment</b>					
<b>Balance at March 31, 2021</b>	<b>1,310.77</b>	<b>654.40</b>	<b>0.74</b>	<b>0.18</b>	<b>1,966.10</b>
Eliminated on disposals of assets	-	-	-	-	-
Depreciation expense	236.57	117.80	0.15	0.80	355.32
Balance at March 31, 2022	1,547.34	772.21	0.89	0.97	2,321.41
Eliminated on disposals of assets	-	-	-	-	-
Depreciation expense	236.57	117.82	0.13	1.06	355.58
Balance at March 31, 2023	1,783.91	890.02	1.01	2.04	2,676.99
<b>Carrying Amount</b>					
<b>Balance at March 31, 2021</b>	<b>5,466.87</b>	<b>3,990.27</b>	<b>0.41</b>	<b>0.45</b>	<b>9,458.00</b>
<b>Balance at March 31, 2022</b>	<b>5,230.30</b>	<b>3,872.47</b>	<b>0.26</b>	<b>8.11</b>	<b>9,111.13</b>
<b>Balance at March 31, 2023</b>	<b>4,993.72</b>	<b>3,756.14</b>	<b>0.30</b>	<b>7.04</b>	<b>8,757.20</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 4. Non Current Investments

(₹ in lakhs)

Break-up of investments				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Qty	Amount	Qty	Amount
<b>Unquoted Investments at FVTPL</b>				
<b>Equity Instruments</b>				
1. In unquoted 2600 equity shares of ₹ 10 each fully paid up of Suryodaya One Energy Private Limited	2,600	0.26	2,600	0.26
<b>TOTAL</b>	<b>2,600</b>	<b>0.26</b>	<b>2,600</b>	<b>0.26</b>

## 5. Trade receivables

(₹ in lakhs)

Current		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade receivables</b>		
a) Unsecured, considered good	7.52	67.24
b) Related Parties - Holding Company	578.22	171.47
Less: Expected credit loss allowance	-	-
<b>Total</b>	<b>585.73</b>	<b>238.70</b>

\* There were no trade receivables which were credit impaired or had significant increase in credit risk during the year.

## 5.1 Trade receivables

The average credit period on sales is 60 days. No interest is charged on trade receivables overdue. The Company has a policy for recognition of expected credit loss at 100% against all receivables over 365 days and 50% against all receivables between 180 -365 days.

## 5.2 Ageing Schedule :

As on March 31, 2023	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total Outstanding
(i) Undisputed Trade receivables – considered good	44.99	329.33	211.41	-	-	-	585.73
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

As on March 31, 2023	Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total Outstanding
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>44.99</b>	<b>329.33</b>	<b>211.41</b>	-	-	-	<b>585.73</b>

As on March 31, 2022	Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total Out- standing
(i) Undisputed Trade receivables – considered good	126.54	111.70	0.47	-	-	-	238.70
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>126.54</b>	<b>111.70</b>	<b>0.47</b>	-	-	-	<b>238.70</b>

**6. Inventories**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Inventories (lower of cost and net realisable value)		
Stores and spares	10.12	10.39
<b>Total</b>	<b>10.12</b>	<b>10.39</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 7. Cash and Bank Balances

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>7A. Cash and cash equivalents</b>		
Balances with Banks		
a) In current accounts	1.42	0.81
	1.42	0.81
Cheques, drafts on hand	-	-
Cash on hand	0.00	0.05
<b>Total</b>	<b>1.42</b>	<b>0.86</b>
<b>7B. Other Bank balances</b>		
a) In deposit accounts with original maturity of more than 3 months but less than 12 months, deposited with ICICI under lien	-	792.05
<b>Total</b>	<b>-</b>	<b>792.05</b>

## 8. Other financial assets

(₹ in lakhs)

Current		
Particulars	As at March 31, 2023	As at March 31, 2022
Claims Receivable	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 9. Other assets

## 9A. Non Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid expenses	0.50	0.75
<b>Total</b>	<b>0.50</b>	<b>0.75</b>

## 9B. Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>- Unsecured considered good</b>		
a) Insurance claim - plant revival		
Insurance claim receivable	-	100.00
Less: Advance Received Against Insurance Claim	-	(100.00)
<b>Sub-total</b>	<b>-</b>	<b>-</b>
b) Advances for supply of goods and services (others)	20.24	19.86
c) Security Deposits	0.22	0.22
d) Prepaid expenses	8.21	17.14
e) Medical advance/staff advance	0.24	0.02
f) Prepaid contribution to employee benefit plan	5.16	7.14
<b>Total</b>	<b>34.07</b>	<b>44.38</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****10. Equity Share Capital**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised Share capital :</b> 5,00,00,000 fully paid equity shares of ₹ 10 each	5,000.00	5,000.00
<b>Issued, subscribed and paid-up share capital:</b> 4,90,00,000 fully paid equity shares of ₹ 10 each	4,900.00	4,900.00
<b>Total</b>	<b>4,900.00</b>	<b>4,900.00</b>

**10.1 Fully paid equity shares**

(₹ in lakhs)

Particulars	Number of shares	Share capital
<b>Balance as at April 01, 2021</b>	<b>4,90,00,000</b>	<b>4,900.00</b>
Movements	-	-
<b>Balance as at March 31, 2022</b>	<b>4,90,00,000</b>	<b>4,900.00</b>
Movements	-	-
<b>Balance as at March 31, 2023</b>	<b>4,90,00,000</b>	<b>4,900.00</b>

**Rights, preferences and restrictions attached to equity shares**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

**10.2 Details of shares held by the holding company, its subsidiaries and associates**

Particulars	Fully paid ordinary shares	
	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the period :		
Gokak Textile Limited - Holding Company (51%)	2,49,90,000	2,49,90,000
<b>Total</b>	<b>2,49,90,000</b>	<b>2,49,90,000</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 10.3 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
Fully paid equity shares Shapoorji Pallonji Infrastructure Capital Company Private limited.	2,40,10,000	49%	2,40,10,000	49%
Gokak Textile Limited - Holding Company	2,49,90,000	51%	2,49,90,000	51%
<b>Total</b>	<b>4,90,00,000</b>	<b>100%</b>	<b>4,90,00,000</b>	<b>100%</b>

## 10.4 Details of shares held by Promoters :

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
<b>Fully paid equity shares</b> Shapoorji Pallonji Infrastructure Capital Company Private limited.	2,40,10,000	49%	2,40,10,000	49%
Gokak Textile Limited - Holding Company	2,49,90,000	51%	2,49,90,000	51%
<b>Total</b>	<b>4,90,00,000</b>	<b>100%</b>	<b>4,90,00,000</b>	<b>100%</b>

There has been no change in the shareholding pattern of Promoters during the year.

## 11A Instrumets entirely equity in nature

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Perpetual Loans</b>		
From Evangelous Ventures Private Limited		
<b>Opening balance</b>		
Reclassified during the year (Refer Note (a) below)	180.00	
Repaid during year (Refer Note (a) below)	(180.00)	
Received during the year (Refer Note (b) below)	80.00	-
Closing balance	<b>80.00</b>	-

- (a) During the year, the Company entered into a revised agreement with Evangelous Ventures Private Limited ('the Lender'), where unsecured Inter-Corporate-Deposits ('ICD') having principal amount aggregating to ₹ 180.00 lakhs as at March 31, 2022 repayable on demand with interest rate of 8.00% per annum, were converted into an unsecured perpetual loan ('the Perpetual Loan') with effect from April 01, 2022. The said Perpetual Loan had no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company up to 8.00% per annum for any particular or preceding financial year/s. The said Perpetual Loan ranked subordinate to all existing amount borrowed or debt securities issued by the Company to any other person (other than the Lender itself) and shall be ranked only senior to the equity share capital of the Company. Based on the above

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

terms, the Company did not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company. Accordingly, the said Perpetual Loan was classified as instruments entirely equity in nature. Subsequently, the Company also repaid ₹ 183.83 lakhs including interest accrued thereon.

- (b) On October 25, 2022, the Company received perpetual loan from Evangelos Ventures Private Limited. As per the agreed terms and conditions, the said loan has no maturity or defined tenure and repayment of any amount in part or in full is at sole discretion of the Company. Interest accrual on the Perpetual Loan is non-cumulative and is payable at sole discretion of the Company up to 8.00% per annum for any particular or preceding financial year/s. The said Perpetual Loan shall be subordinate to all other debts and shall be ranked only senior to the equity share capital of the Company. Based on the above terms, the Company does not have any obligation or repayment or distribution (of interest) under the said agreement and repayment or distribution (of interest), if any, is at the sole discretion of the Company. Accordingly, the said Perpetual Loan has been classified as instruments entirely equity in nature.

**11B Other Equity**

(₹ in lakhs)

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Surplus/ (Deficit) in retained earnings</b>		
<b>Balance at beginning of the year</b>	<b>(2,922.90)</b>	<b>(2,788.36)</b>
Profit / (loss ) during the year	16.41	(140.54)
Other comprehensive income for the year, net of income tax	(1.91)	5.99
<b>Balance at end of the year</b>	<b>(2,908.41)</b>	<b>(2,922.90)</b>

Note: Retained earnings represents net profits after distributions and transfers to other reserves.

**12. Non-current Borrowings**

Particulars	Non Current maturities	
	As at March 31, 2023	As at March 31, 2022
<b>Secured – at amortised cost</b>		
(a) Term loans		
From banks		
i) ICICI Bank Ltd	-	-
Secure by first ranking mortgage/hypothecation/assignment/security interest /charge/pledge on all the moveable, immovable both present and future, all rights, titles, permits, approvals and interests of the company in, to and in respect of all the assets of the company, all clearances in relation to the project as well as in the project documents, all contractor guarantees, performance bonds and any letter of credit provided to the company, all insurance contracts, all bank accounts in relation to the project and pledge of equity shares representing 30% of the shares. Repayment is being made at ₹ 255.75 per quarter. Interest charged during the year based on floating rate (Previous year 12.60% p.a.)		
<b>Total</b>	<b>-</b>	<b>-</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Current maturities of the above loan has been disclosed under short term borrowings. During the year the Company has repaid all outstanding installment of the above term loan.

## 13. Other financial liabilities

## 13A.Non Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Unsecured considered good</b>		
Security deposits	1.00	1.00
<b>Total</b>	<b>1.00</b>	<b>1.00</b>

## 13B.Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Salary Payables and Others	17.72	25.79
<b>Total</b>	<b>17.72</b>	<b>25.79</b>

## 14. Provisions

## 14A Non current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Employee benefits		
Compensated absences	1.53	1.64
<b>Total</b>	<b>1.53</b>	<b>1.64</b>

## 14B Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) <b>Employee benefits</b>		
Compensated absences	0.03	0.03
Gratuity (Badli workers)	9.95	8.39
<b>Total</b>	<b>9.98</b>	<b>8.42</b>

## 15. Other Current Liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Statutory remittances	57.51	13.66
<b>Total</b>	<b>57.51</b>	<b>13.66</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****16. Short term Borrowings**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Secured - at amortised cost</b>		
a) Current maturities of long-term borrowings		
Term loan from ICICI Bank Limited	-	1,234.89
<b>Unsecured - at amortised cost</b>		
b) Loans from related parties -		
loans from Holding Company	-	-
loans from Related party	7,223.48	6,935.77
<b>Total</b>	<b>7,223.48</b>	<b>8,170.67</b>

Current maturities of Term loan form ICICI Bank Limited has bee fully repaid during the year.

**16.1 The defaults in repayment of loans to banks included in borrowings and current maturities of term loans are as under:****Default in Principal**

Bank	No of days delay or unpaid	Amount not paid on due date (in lakhs)	Remarks
ICICI Bank Limited	Range from 46 days to 75 days	727.29	₹ 127.11 lakhs paid up to May 26, 2022. Balance amount under the said term loan was fully repaid on June 24, 2023

**17. Trade payables**

(₹ in lakhs)

Current		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade payables</b>		
- dues to Micro and small enterprises	-	-
- dues to Related Parties	5.42	4.56
-dues to other Creditors	8.02	6.70
<b>Total</b>	<b>13.44</b>	<b>11.25</b>

17.1 There are no dues outstanding to Micro, Small and Medium enterprises as per MSMED Act 2006.

**17.2 Trade Payable ageing**

(₹ in lakhs)

As on March 31, 2023	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	2.11	3.71	0.92	1.90	4.80	13.44

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

As on March 31, 2023 Particulars	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Disputed Dues - Others	-	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-	-
<b>Total</b>	<b>2.11</b>	<b>3.71</b>	<b>0.92</b>	<b>1.90</b>	<b>4.80</b>	<b>13.44</b>

(₹ in lakhs)

As on March 31, 2022 Particulars	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	2.56	2.46	0.53	2.79	2.92	11.25
Disputed Dues - Others	-	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-	-
<b>Total</b>	<b>2.56</b>	<b>2.46</b>	<b>0.53</b>	<b>2.79</b>	<b>2.92</b>	<b>11.25</b>

## 18. Revenue from operations

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Revenue from Contracts with customers</b>		
a) Income from Sale of Power	842.29	1,002.80
<b>Total (a)</b>	<b>842.29</b>	<b>1,002.80</b>
b) Other operating revenues		
i) Sale of Renewable Energy Certificates	113.49	217.25
ii) Scrap Sales	0.32	4.35
<b>Total (b)</b>	<b>113.81</b>	<b>221.60</b>
<b>Total (a+b)</b>	<b>956.10</b>	<b>1,224.40</b>

\* There are no adjustments during the year to the contract price for revenue recognition.

## 19. Other Income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Interest Income		
Interest on deposits with bank	3.98	30.69
Interest on Income tax	0.29	-
b) Other Non-Operating Income		
Credit balances / excess provision written back	1.41	0.03
<b>Total</b>	<b>5.69</b>	<b>30.71</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****20. Employee benefits expense**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Salaries and Wages	62.59	60.82
ii) Contribution to provident and other funds	8.84	14.59
iii) Staff Welfare Expenses	2.20	2.25
<b>Total</b>	<b>73.63</b>	<b>77.65</b>

**21. Finance Costs**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest costs measured at amortised costs		
Interest on Security Deposits	0.12	0.12
Interest on bank Term Loans	26.39	173.65
Other Interest	0.02	0.04
Interest on Inter Corporate Deposits	523.94	525.18
<b>Total</b>	<b>550.47</b>	<b>698.99</b>

**22. Depreciation and amortisation expense**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Depreciation of property, plant and equipment	355.58	355.32
<b>Total</b>	<b>355.58</b>	<b>355.32</b>

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Consumption of stores and spare parts	20.68	22.58
ii) Power and fuel	0.49	0.58
iii) Freight and Handling	28.21	0.21
iv) Directors Sitting fees	8.38	6.30
v) Repairs to :		
a) Buildings	0.15	1.97
b) Plant and machinery	20.22	18.59
c) Repair & mantinance (plant revival)	-	100.41
d) Others	4.83	2.93
vi) Insurance	29.69	32.25
vii) Rates and taxes	2.48	3.21

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
viii) Administrative Expenses	13.27	0.54
ix) Printing & Stationery	-	0.04
x) Provision for Doubtful Debt	-	7.66
xi) Legal and professional charges	16.90	18.09
xii) Travelling and conveyance	0.75	0.48
xiii) Water Royalty Charges	29.34	45.22
xiv) courier charges	0.02	
<b>Total (A)</b>	<b>175.40</b>	<b>261.04</b>
xv) To Statutory auditors		
a) For audit fee	1.90	1.90
b) For tax audit fee	0.75	0.75
<b>Total (B)</b>	<b>2.65</b>	<b>2.65</b>
<b>Total (A+B)</b>	<b>178.05</b>	<b>263.69</b>

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Insurance claim received	212.35	-
	<b>212.35</b>	-

The Company had filed the full and final insurance claim on May 6, 2021 related to the damage of its hydro power plant, in the year 2019-20, aggregating to ₹ 312.35 lakhs. The Company had already received ₹ 100 lakhs as advance on December 31, 2019. The claim amount finally approved by the surveyour was ₹312.35 lakhs. Remaining balance of ₹212.35 lakhs has been received in the current year.

## 24. Other comprehensive income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Re-measurement of defined benefit obligation	(1.91)	5.99
<b>Total</b>	<b>(1.91)</b>	<b>5.99</b>

## 25. Earnings per share :

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	₹ per share	₹ per share
Basic and Diluted earnings per share	0.03	(0.29)

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....****Basic & Diluted Earnings per share**

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit / (Loss) for the year attributable to owners of the Company (A)	16.41	(140.54)
Weighted average number of equity shares for the purposes of basic earnings per share (Quantity in Lakhs) (B)	490.00	490.00
<b>Basic &amp; Diluted Earnings per share (A/B)</b>	<b>0.03</b>	<b>(0.29)</b>

**26. Employee benefits obligations :****Defined-contribution plans:**

The Company's provident fund scheme is a defined contribution plan. The Company's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner

Particulars	As at March 31, 2023	As at March 31, 2022
Provident fund	5.33	5.41
Superannuation fund	0.56	0.80
<b>Total contribution</b>	<b>5.89</b>	<b>6.21</b>

**Defined Benefit Plan:**

The Company's gratuity scheme is a defined benefit scheme. The Company maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

Particulars	2022-23	2021-22
<b>Change in Present Value of Obligation</b>		
Present value of the obligation at the beginning of the year	10.60	15.07
Current Service Cost	0.60	0.49
Interest Cost	0.77	1.04
Actuarial (Gain) / Loss on Obligation due to experience	1.97	(0.02)
Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(0.20)	(0.42)
Benefits Paid	(2.26)	(5.56)
Present value of the obligation at the end of the year	11.48	10.60

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

Particulars	2022-23	2021-22
<b>Change in Plan Assets</b>		
Fair value of Plan Assets at the beginning of the year	17.74	16.60
Interest Income	1.29	1.14
Benefits Paid	(2.26)	(5.55)
Return on plan assets excluding interest income	(0.14)	5.54
Contributions by Employer	0.01	-
Fair value of Plan Assets at the end of the year	16.63	17.74
<b>Amounts Recognised in the Balance Sheet</b>		
Present value of Obligation at the end of the year	(11.48)	(10.60)
Fair value of Plan Assets at the end of the year	16.63	17.74
<b>Net asset/(liability) at the end of the year</b>	<b>5.16</b>	<b>7.14</b>
<b>Amounts Recognised in the Statement of Profit and Loss</b>		
Current Service Cost	0.60	0.49
Finance cost / (income)	(0.52)	(0.11)
Past service cost	-	-
<b>Net impact on the loss before tax</b>	<b>0.08</b>	<b>0.39</b>
<b>Amounts Recognised in Other Comprehensive Income</b>		
Actuarial (gains) / losses for the period	1.77	(0.46)
Return on plan asset excluding interest income	0.14	(5.54)
<b>Net (income) / expenses for the period recognised in other comprehensive income</b>	<b>1.91</b>	<b>(5.99)</b>
<b>Actuarial Assumptions</b>		
i) Discount Rate	7.47%	7.27%
ii) Expected Rate of Return on Plan Assets	7.47%	7.27%
iii) Salary Escalation Rate	4.00%	4.00%
iv) Attrition Rate	1.00%	1.00%
v) Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2006-08) Ultimate

<b>Maturity Analysis of the benefit payments : from the fund</b>	<b>2022-23</b>	<b>2021-22</b>
Projected Benefits payable in future years from the date of reporting		
1 <sup>st</sup> Following Year	0.22	0.20
2 <sup>nd</sup> Following Year	0.23	0.21
3 <sup>rd</sup> Following Year	0.24	0.22
4 <sup>th</sup> Following Year	0.26	0.23
5 <sup>th</sup> Following Year	0.27	0.25
Sum of years 6 <sup>th</sup> to 10 <sup>th</sup>	6.42	6.13
Sum of years 11 <sup>th</sup> and above	15.84	16.13

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

<b>Maturity Analysis of the benefit payments : from the fund</b>	<b>2022-23</b>	<b>2021-22</b>
Projected Benefit obligation On Current Assumptions	11.48	10.60
Delta effect of +1% Change in rate of Discounting	(0.95)	(0.97)
Delta effect of -1% Change in rate of Discounting	1.06	1.10
Delta effect of +1% Change in rate of Salary increase	1.09	1.12
Delta effect of -1% Change in rate of Salary increase	(0.99)	(1.01)
Delta effect of +1% Change in rate of Employee Turnover	0.23	0.25
Delta effect of -1% Change in rate of Employee Turnover	(0.25)	(0.27)

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

Above disclosures have been made on the basis of certificate received from actuary.

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, we have considered the latest mortality table available.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate are an increase in salary inflation will lead to increase in reported liability.

**27. Related Party Disclosures :****Current Year****(a) Name of the Related Parties and Description of Relationship:**

<b>Nature of Relationship</b>	<b>Name of Entity</b>
Holding Company	Gokak Textiles Limited
Ultimate Holding Company	Shapoorji Pallonji & Company Private Limited
Associate Company	Suryoday One Energy Private Limited
Fellow Subsidiaries	Shapoorji Pallonji Infrastructure Capital Company Private Limited
Key Management Personnel and their relatives ("KMP")	Shapoorji Pallonji Energy ( Gujarat) Private Limited Mr. Ramesh R Patil, Whole Time Director Mr. Vipin Kumar Sharma, Chief Financial Officer Mr. Rakesh Nanwani, Company Secretary Mr. Vinod Bhandawat Mr. Pradip N. Kapadia, Director Mr. Chandrakant G. Shah, Director Mr. Nikhil Bhatia, Director
Other common control entities	Gokak Falls Education & Medical Trust

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## (b) transactions/ balances with above mentioned related parties (mentioned in note 27 above)

(₹ in lakhs)

	Nature of Transactions	Holding Company	Subsidiary	Ultimate Holding Company	Associate Companies	Fellow Subsidiary	Key Managerial Personnel	Trust	Total
<b>1</b>	<b>INCOME</b>								
(i)	Sales (including Electricity Tax)	436.20	-	-	-	-	-	-	436.20
	Previous Year (including Electricity Tax)	678.49	-	-	-	-	-	-	678.49
<b>2</b>	<b>EXPENSES</b>								
(i)	Interest Accrued	0.12	-	467.94	-	56.01	-	-	524.07
	Previous Year	0.12	-	467.93	-	57.25	-	-	525.30
(ii)	Services received	-	-	0.55	-	-	-	-	0.55
	Previous Year	-	-	0.38	-	-	-	-	0.38
(iii)	Director sitting fees	-	-	-	-	-	7.80	-	7.80
	Previous Year	-	-	-	-	-	6.30	-	6.30
<b>3</b>	<b>Reimbursement of Expenditure</b>	-	-	-	-	-	-	1.11	1.11
	Previous Year	-	-	-	-	-	-	0.58	0.58
	Refund Received	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
<b>4</b>	<b>Borrowings during the year</b>	-	-	-	-	80.00	-	-	80.00
	Previous Year	-	-	-	-	352.00	-	-	352.00
<b>5</b>	<b>Repayment during the year</b>	-	-	-	-	183.83	-	-	183.83
	Previous Year	-	-	-	-	-	-	-	-
<b>6</b>	<b>OUTSTANDINGS</b>								
	<b>Receivables</b>	578.22	-	-	-	-	-	-	578.22
	Previous Year	171.47	-	-	-	-	-	-	171.47
	<b>Deposit Payable</b>	1.00	-	-	-	-	-	-	1.00
	Previous Year	1.00	-	-	-	-	-	-	1.00
	<b>Payables ICD</b>	-	-	6,427.30	-	876.18	-	-	7,303.48
	Previous Year	-	-	6,006.16	-	929.61	-	-	6,935.77
	<b>Payables</b>	-	-	5.15	-	-	-	0.09	5.23
	Previous Year	-	-	4.56	-	-	-	0.09	4.64
	<b>Investments in Equity Shares of Associate Company</b>	-	-	-	0.26	-	-	-	0.26
	Previous Year	-	-	-	0.26	-	-	-	0.26





**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

**(b) transactions/ balances with above mentioned related parties (mentioned in note 27 above)**

(₹ in lakhs)

Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022	Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
<b>Sale of Electricity</b>			<b>Deposit Payable</b>		
Gokak Textiles limited	436.20	678.49	Gokak Textiles Limited	1.00	1.00
<b>Services Received</b>			<b>Receivables</b>		
Shapoorji Pallonji and Company Private Limited	0.55	0.38	Gokak Textiles limited	578.22	171.47
<b>Interest accrued</b>			<b>Director Sitting Fees</b>		
Gokak Textiles limited	0.12	0.12	Mr. C. G. Shah	2.10	1.70
Shapoorji Pallonji and Company Private Limited	467.94	467.93	Mr. Pradip N. Kapadia	2.25	1.80
Shapoorji Pallonji Infrastructure Capital Company Private Limited	52.56	49.54	Mr. Nikhil Bhatia	2.25	1.80
Shapoorji Pallonji Energy ( Gujarat) Private Limited	3.45	3.45	Mr.Vinod Bhandawat	1.20	1.00
Evangelos Venturs Private Limited	-	4.26	<b>Payables</b>		
<b>Loans / Perpetual Loans Taken</b>			Gokak Falls Education & Medical Trust	0.09	0.09
Shapoorji Pallonji Infrastructure Capital Company Private Limited	-	172.00	Shapoorji Pallonji and Company Private Limited (ICD)	6,427.30	6,006.16
Evangelos Venturs Private Limited*	80.00	180.00	Shapoorji Pallonji and Company Private Limited (trade payable)	5.15	4.56
(*Converted to perpetual loan during the year)			Shapoorji Pallonji Energy (Gujarat) P Ltd (ICD)	60.52	57.41
<b>Perpetual Loans Repaid (including interest)</b>			Shapoorji Pallonji Infrastructure Capital Company Private Limited (ICD)	735.66	688.36
Evangelos Venturs Private Limited	183.83	-	Evangelos Venturs Private Limited (Perpetual Loan )	80.00	183.83

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

(₹ in lakhs)

Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022	Nature Of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
<b>Reimbursement of Expenditure</b>					
Gokak Textiles limited	-	-			
Gokak Falls Education & Medical Trust	1.11	0.58			
<b>Investments in Equity Shares of Associate Company</b>					
Suryoday One Energy Private Limited	0.26	0.26			

**28 Capital Management :**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings as detailed in notes 12 and 16 offset by cash and bank balances) and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans. The funding requirements are met through short-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The capital components of the Company are as given below :

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Total Equity</b>	<b>2,071.58</b>	<b>1,977.09</b>
Short Term Borrowings (Inter Corporate Deposits from Ultimate Parent and its Group companies)	7,223.48	8,170.67
Long Term Borrowings	-	-
<b>Total Debt</b>	<b>7,223.48</b>	<b>8,170.67</b>
Cash and Cash equivalents	1.42	0.86
Total Cash and Cash Equivalents	1.42	0.86
Net Debt	7,222.06	8,169.81
<b>Debt Equity ratio</b>	<b>3.49</b>	<b>4.13</b>
Debt Equity Ratio = Net debt / Total Equity		

**29 Financial risk management objectives :**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial assets include trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

The Company is exposed to market risk, liquidity risk and credit risk. The Company's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

**(a) Market Risk :**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

**Currency risk**

The company is not exposed to currency risk, since there are not transaction in foreign currency.

**Interest Risk and Sensitivity Analysis :**

Interest rate risk is the risk that the future cash flows or the fair value of a financial instrument will fluctuate because of changes in market interest rates. The outstanding borrowings of the Company at reporting date consists of Inter corporate deposits from ultimate parent and its group companies at fixed rates, accordingly, the company is not exposed to interest rate fluctuation risks in the short term.

**(b) Liquidity Risk :**

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's finance department is responsible for liquidity, funding as well as settlement management and then processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner. The Company do not have credit lines as at the end of the reporting period. The Company has obtained inter corporate deposits from ultimate parent group companies which are repayable on demand and dependent upon financial support from the ultimate parent in case of any immediate demand.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables shows principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(₹ in lakhs)

Maturities of Financial Liabilities	March 31, 2023			
	Total	Upto 1 year	1 to 3 Years	3 years above
Borrowings ( Long term and Short term, Including current maturities)	7,223.48	7,223.48	-	-
Trade Payables	13.44	13.44	-	-
Other Financial Liabilities	18.72	17.72	-	1.00
<b>Total</b>	<b>7,255.63</b>	<b>7,254.63</b>	<b>-</b>	<b>1.00</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

(₹ in lakhs)

Maturities of Financial Liabilities	March 31, 2022			
	Total	Upto 1 year	1 to 3 Years	3 years above
Borrowings ( Long term and Short term, Including current maturities)	8,170.67	8,170.67	-	-
Trade Payables	11.25	11.25	-	-
Other Financial Liabilities	26.79	25.79	-	1.00
<b>Total</b>	<b>8,208.71</b>	<b>8,207.71</b>	-	<b>1.00</b>

## (c) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

**Trade and other receivables**

The Company takes on exposure to credit risk, which is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Financial assets that potentially expose the Company to credit risks are listed below:

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Trade receivables	585.73	238.70
<b>Total</b>	<b>585.73</b>	<b>238.70</b>

The above receivables are pertaining to only two customers i.e. the Holding Company and a State government, hence the company's credit risk is significantly low.

**30 Movement in financial liabilities included under financing activities in statement of cash flows :**

(₹ in lakhs)

Particulars	As at April 01 2022	Cash in flow	Cash out flow	Non cash movement (net)	As at March 2023
Short Term Borrowings	8,170.67	-	(1,238.72)	291.54	7,223.48
Long Term Borrowings	-	-	-	-	-

**31 Financial Instrument - Fair Value Disclosures:**

(₹ in lakhs)

Categories of Financial Instruments:	March 31, 2023			March 31, 2022		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>i) Financial Assets</b>						
Investments	0.26	-	-	0.26	-	-
Trade Receivables	-	-	585.73	-	-	238.70
Cash and Bank Balances	-	-	1.42	-	-	0.86

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....**

(₹ in lakhs)

Categories of Financial Instruments:	March 31, 2023			March 31, 2022		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Bank balances other than above	-	-	-	-	-	792.05
	<b>0.26</b>	-	<b>587.15</b>	<b>0.26</b>	-	<b>1,031.61</b>
<b>ii) Financial liabilities</b>						
Borrowings	-	-	7,223.48	-	-	8,170.67
Trade Payables	-	-	13.44	-	-	11.25
Other Financial Liabilities	-	-	18.72	-	-	26.79
	-	-	<b>7,255.63</b>	-	-	<b>8,208.71</b>

**32 Segment reporting :-**

The Chief Operating Decision maker of the Company examines Company's performance as one operating segment only namely - Power Out of the total revenue, 81% (Previous year 84%) of the revenue pertains to only two customers i.e. the Holding Company and Karnataka State Government Power Company.

**33 Other disclosures as required by Shchedule iii Division ii of the Act:**

- 1) No proceeding has been initiated or pending against the Company for holding any Benami property.
- 2) The Company did not have any transactions with companies struck off during current or preceding financial year.
- 3) The Company does not have any charges or satisfaction pending to be registered with ROC beyond the statutory period.
- 4) The Company has not traded or invested in Crypto currency or Virtual Currency during the current or preceding financial year.
- 5) No funds have been advanced or loaned or invested by the Company to/in any intermediary with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Further, no funds have been received from any person or entity ('Funding parties') with the understanding that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Funding Party.
- 7) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 8) The Company has not been declared as a wilful defaulter.
- 9) The Company has not made any loans or advances in the nature of loans that are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 Cont.....

## 34 Ratio Analysis :

Ratios	Numerator	Denominator	31-Mar-23	31-Mar-22	Variation (%)	Reason for variance in the ratio by more than 25%
Current Ratio (times)	Total Current Assets	Total Current Liabilities	0.09	0.13	-34.68%	Changes is primarily due to significant reduction in other current bank balances which have been liquidated to repay the outstanding terms loans during the year.
Debt equity ratio (times)	Total borrowings	Total Equity	3.49	4.13	-15.63%	-
Debt service coverage ratio (times)	Net profit after tax + Depreciation + Finance Expense	Interest including principle payments of borrowings	0.73	0.60	21.82%	-
Return on equity (%)	Profit/(Loss) for the year (before exceptional items)	Average Total Equity	(0.10)	(0.07)	42.86%	Ratio has been calculated excluding the exceptional income of ₹ 212.35 lakhs during year. The loss before exceptional items has increased due to redction in turnover.
Trade receivables turnover ratio (times)	Revenue from Operations	Average trade receivables	2.32	2.83	-17.98%	-
Net capital turnover ratio (times)	Revenue from Operations	Working capital (Current Assets - Current Liabilities)	(0.14)	(0.17)	-16.63%	-
Net profit ratio (%)	Profit/(Loss) for the year (before exceptional items)	Revenue from Operations	(0.20)	(0.11)	74.24%	Ratio has been calculated excluding the exceptional income of ₹ 212.35 lakhs during year. The loss before exceptional items has increased due to redction in turnover.
Return on capital employed (%)	Earning before interest and tax	Tangible net worth + Total Borrowings	0.06	0.06	-	-
i. The Company does not purchase or hold any inventories of goods except the inventory of stores and spares of plant, machinery and equipment used in the generation of electricity. Accrodingly, inventory turnover and trade payables ratio is not considered applicable.						

35 Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classificaton / disclosure.

36 These financial statements were approved for issue by the board of directors on May 26, 2023.

**As per our report of even date****For BATLIBOI & PUROHIT**

Chartered Accountants  
Firm Reg No. 101048W

**Vipan Kumar Sharma**  
Chief Financial Officer

**Vinod Bhandawat**  
Chairman (DIN: 02873571)

**N. S. Gaur**

Partner  
Membership No. 137138

**Rakesh Nanwani**  
Company Secretary  
(Membership No. A45718)

**R R PATIL**  
CEO & Managing Director  
(DIN: 07568951)

Place: Mumbai  
Date: May 26, 2023

Place: Gokak Falls, Gokak  
Date: May 26, 2023







## **GOKAK TEXTILES LIMITED**

#1, 2<sup>nd</sup> FLOOR, 12<sup>th</sup> CROSS, IDEAL HOMES,  
NEAR JAYANNA CIRCLE, RAJARAJESHWARI NAGAR,  
BENGALURU – 560 098