

UNITED COTFAB LIMITED

(FORMERLY KNOWN AS UNITED COTFAB PRIVATE LIMITED)

1ST ANNUAL REPORT

2023-24



Registered Office:

Survey No. 191, Village-Timba, Taluka-Dascroi,
Timba, Ahmedabad, Dascroi, Gujarat -382425.

Email Id: info@unitedcotfab.com
cs@unitedcotfab.com

Corporate Office:

Survey No. 238 239 Shahwadi, Nr Pirana Octroi
Naka, Narol, Ahmedabad, Daskroi, and Gujarat-
382405.

Contact : 9879874955

Website: www.unitedcotfab.com

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CORPORATE INFORMATION

UNITED COTFAB LIMITED

CIN: L13111GJ2023PLC145961

REGISTERED OFFICE

Survey No. 191, Village-Timba, Taluka-Dascroi,
Timba, Ahmedabad, Dascroi (GJ)-382425

Tel No. +91 9879874955

E-Mail ID: info@unitedcotfab.com

Website: www.unitedcotfab.com

CORPORATE OFFICE ADDRESS

Survey No.238, 239, Shahwadi Nr

Pirana Octroi Naka, Narol,

Ahmedabad-382405, Gujarat, India

BOARD OF DIRECTORS

Name	(DIN)	Designation
Mr. Gagan Nirmalkumar Mittal	00593377	Chairman and Managing Director
Mr. Nirmalkumar Mangalchand Mittal	01528758	Non-Executive (Non-Independent) Director
Ms. Rashmi Kamlesh Otavani <i>(Resigned w.e.f September 06, 2024)</i>	06976600	Non-Executive (Independent) Director
Mr. Safalkumar Hasmukhbhai Patel	08107710	Non-Executive (Independent) Director
Ms. Sejalben Shantilal Parmar <i>(Appointed w.e.f September 06, 2024)</i>	07401639	Non-Executive (Independent) Director

KEY MANAGERIAL PERSONNEL

Name	Designation
Mr. Nareshkumar Mistri	Chief Financial Officer
Ms. Muskan Kashyap	Company Secretary & Compliance Officer

STATUTORY AUDITOR

M/s. Rajiv Shah & Associates

Chartered Accountants

1111-1112, Shivalilk-Shilp-2, B/h

Keshavbaug Party Plot,

Mansi Tower Road, Vastrapur, Ahmedabad

Mail ID: rajivshah1965@gmail.com

BANKERS

HDFC BANK LIMITED

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Private Limited

SEBI Registration Number: INR000001112

Address: 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011, Maharashtra, India.

Tel. Number: +91 022 4961 4132 / 3199 8810

Email Id: support@purvashare.com

Website: www.purvashare.com

1ST ANNUAL GENERAL MEETING

Date and Time:

Monday, September 30, 2024 at 04:00 P.M.

Registered Office:

Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi (GJ)-382425

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the **1st Annual General Meeting (AGM)** of the members of M/s. United Cotfab Limited will be held on **Monday, the 30th day of September, 2024 at 04:00 P.M (IST)** through Video Conferencing/ Other Audio Visual Means (“VC”/“OAVM”) to transact the following matter(s):

The deemed venue of the proceedings of the 1st AGM shall be the Registered Office of the Company at Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi (GJ)-382425.

ORDINARY BUSINESS

ITEM NO. 01- ADOPTION OF FINANCIAL STATEMENTS

To Receive, Consider and Adopt Audited Financial Statements (Standalone) of the company for the financial year ended on 31st March, 2024 and the reports of the Board of Director’s and the Auditor’s thereon.

“**RESOLVED THAT** the Audited Financial Statements (Standalone) of the Company for the financial year ended on 31st March, 2024 including the Audited Balance Sheet as at 31st March, 2024, the statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date along with the Notes appended thereto and Reports of the Auditors and Directors Report thereon, as circulated to the members, be and are hereby considered and adopted.”

ITEM NO. 02- APPOINTMENT OF MR. NIRMALKUMAR MANGALCHAND MITTAL (DIN: 01528758) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint Mr. Nirmalkumar Mangalchand Mittal (DIN: 01528758), who retires by rotation as a Director and being eligible, has offered himself for re-appointment, as a Director. In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nirmalkumar Mangalchand Mittal (DIN: 01528758), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment Thus, be and is hereby appointed as a Director of the Company.

ITEM NO. 03- APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION FOR PERIOD OF FIVE CONSECUTIVE YEARS:

Appointment of M/s. Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) as Statutory Auditor of the Company to hold office as such from the conclusion of this 1st Annual General Meeting until the conclusion of 6th Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor.

Explanation: Under Section 139 of the Companies Act, 2013 (“the Act”) and the Rules made there under, every Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, section also provides for rotation of the statutory auditors on completion of the maximum term permitted under the said section. The Company has received written consent from M/s. Rajiv Shah & Associates, Chartered Accountants Ahmedabad (Firm Registration (No. 108554W) and also received certificate to the effect

that they are eligible and qualified to be appointed as such and have not incurred any disqualification cited under Section 141(3) of the act.

In line with the requirements of the Act, the Audit Committee has proposed and the Board of Directors has recommended the reappointment of M/s. Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of this 1st Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company.

Accordingly, the appointment of Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) is being placed before the shareholders for their approval by way of an Ordinary Resolution.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and 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(s) thereof for the time being in force), Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) be and are hereby re-appointed as Statutory Auditors of the Company for a term of 5 consecutive years i.e. from the conclusion of this 1st Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company at such remuneration shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.

“RESOLVED FURTHER THAT any Director of the Company or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts deeds things matters and to execute all such documents as may be required to give effect to this Resolution.”

SPECIAL BUSINESSES

ITEM NO. 04: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2024-25:

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(3) and 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(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) per annum plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. M.I. Prajapati & Associates, Cost & Management Accountants, Ahmedabad appointed by the Board of Directors in their meeting held on September 06, 2024, as Cost Auditor of the Company, based on the recommendations of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee of Directors thereof, be and are hereby Authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 05: APPOINTMENT OF MS. SEJALBEN SHANTILAL PARMAR (DIN: 07401639) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 16(1)(b), Regulation 17(1)(c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Ms. Sejalben Shantilal Parmar (DIN: 07401639), who was appointed as an Additional Independent Director by the Board of Directors of the Company in their meeting held on September 06, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years commencing from September 30, 2024.

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

ITEM NO. 06: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. VINOD SPINNERS PRIVATE LIMITED FOR FY. 2024-25:

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

“RESOLVED THAT Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Vinod Spinners Private Limited, (Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Vinod Spinners Private Limited (Companies, for an aggregate value not exceeding Rs. 100 crore (Rupees One Hundred Crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.”



“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”.

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

ITEM NO. 07: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. UNITED POLYFAB GUJARAT LIMITED FOR FY. 2024-25:

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

“RESOLVED THAT Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with United Polyfab Gujarat Limited, (Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and United Polyfab Gujarat Limited (Companies, for an aggregate value not exceeding Rs. 100 crore (Rupees One Hundred Crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent



that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”.

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

ITEM NO. 08: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. UNITED POLYFAB PRIVATE LIMITED FOR FY. 2024-25:

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

“RESOLVED THAT Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with United Polyfab Private Limited, (Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and United Polyfab Private Limited (Companies, for an aggregate value not exceeding Rs. 50 Crore (Rupees Fifty crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc. on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

ITEM NO. 09: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. VISHAN INTERNATIONAL LLP FOR FY. 2024-25:

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



“RESOLVED THAT Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Vishan International LLP, (LLP where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Vishan International LLP (Companies, for an aggregate value not exceeding Rs. 50 Crore (Rupees Fifty crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Sd/-
Gagan NirmalKumar Mittal
Chairman and Managing Director
DIN: 00593377**

**Place: Ahmedabad
Date : September 06, 2024**

NOTES:

1. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto and forms part of this Notice.
2. Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25 September 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted holding Annual General Meeting ("AGM") through VC/ OAVM, without physical presence of the Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 14th AGM is being conducted through VC/OAVM herein after called as "e-AGM". **The deemed venue of the proceedings of the 1st AGM shall be the Registered Office of the Company at Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi (GJ)-382425.**

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend and vote at the AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote, to the Scrutinizer on their e-mail ID at welcome2pcs@gmail.com with a copy marked to info@unitedcotfab.com .
7. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note.
8. The Company has appointed **Purva Sharegistry (India) Private Limited**, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 1st Annual General Meeting and the attendant enablers for conducting of the e-AGM.
9. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023-24 has been available on the website of the Company at www.unitedcotfab.com. The Notice can also be accessed from the

websites of the Stock Exchange i.e. Bombay Stock Exchange of India Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

10. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
- 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), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to info@unitedcotfab.com.
 - 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 Aadhaar Card) to info@unitedcotfab.com.
 - Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited, 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai (MH)- 400 011, E-Mail ID: support@purvashare.com by following the due procedure.
 - Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited to enable servicing of notices / documents/ annual Reports electronically to their e-mail address.
11. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Company has fixed its first cut-off date as August 30, 2024 for the purpose of dispatch of Notice of AGM along with Annual report. Any person who acquires shares after the first cut-off date but before the record date i.e September 23, 2023 may obtain the ID-password from the Company's RTA i.e **Purva Shareregistry (India) Private Limited**.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
16. The Company has appointed M/s. Paliwal & Co., Company Secretaries (M. No. 32500 and COP No. 12119), Practicing Company Secretaries to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

17. The members may cast their votes through electronic voting system (remote e- voting). The remote e-voting period will commence at 9.00 a.m. on Friday, September 27, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. In addition, the facility for e-voting shall also be made available during the AGM.
18. Members participating in the AGM through Video Conference/ Other Audio Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to participate in the AGM; however, they shall not be eligible to vote at the meeting.
19. The procedure and instructions for remote e-voting are, as follows:

Process and manner for members opting for voting through electronic means and participating at the annual general meeting through VC/OAVM:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
 - a) There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Monday, September 23, 2024** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - b) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **Monday, September 23, 2024**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - c) The remote e-voting will commence on 9:00 a.m. on Friday, September 27, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. **Monday, September 23, 2024**, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - d) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - e) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. **Monday, September 23, 2024**

Instructions for Casting Votes by Remote E-Voting

The remote e-voting period begins on Friday, September 27, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, September 23, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital

of the Company as on the cut-off date, being i.e. Monday, September 23, 2024.

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:

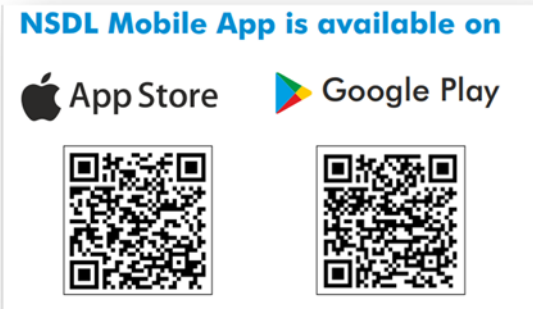
Step 1: Access to NSDL e-Voting system:

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 2. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp . 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 eVoting website of NSDL for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <div data-bbox="635 427 1169 734" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login	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

through their depository participants	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 & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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?	
<ol style="list-style-type: none"> 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***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>		
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>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.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>		

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 email to welcom2pcs@gmail.com with a copy marked to evoting@nsdl.com. 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 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 or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

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 cs@unitedcotfab.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 cs@unitedcotfab.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.com 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 EGM/AGM are as under:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/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 EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM/AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM/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" 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@unitedcotfab.com. The same will be replied by the company suitably.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

20. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than 48 hours from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.
21. The results declared along with the report of Scrutinizer shall be placed on the website of the Company immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

**CONTACT DETAILS:**

Company	<p>UNITED COTFAB LIMITED <u>Reg. Office:</u> Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi - 382425, Gujarat, India. <u>Corporate Office:</u> Survey No.238, 239, Shahwadi Nr Pirana Octroi Naka, Narol, Ahmedabad 382405, Gujarat, India. Contact Person: CS Muskan Kashyap Mobile No: +91 987987 4955 Email Id: info@unitedcotfab.com, cs@unitedcotfab.com Website: www.unitedcotfab.com</p>
Registrar and Transfer Agent	<p>Purva Sharegistry (India) Private Limited Address: 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011, Maharashtra, India. Tel. Number: +91 022 4961 4132 / 3199 8810 Fax- +91 022 2301 2517 Email Id: support@purvashare.com Investors Grievance Id: newissue@purvashare.com Website: www.purvashare.com</p>
E-Voting Agency & VC / OAVM	<p>Email: evoting@nsdl.co.in NSDL help desk: 1800 1020 990 and 1800 22 44 30. 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.</p>
Scrutinizer	<p>M/s Paliwal & Co., Company Secretaries Email: welcome2pcs@gmail.com Contact No. +91 8000133307</p>

ANNEXURE TO NOTICE**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****In respect of Item No. 04: Ratification of Remuneration Payable to Cost Auditor for the Financial Year 2024-25: Ordinary Resolution**

The Board of Directors of the Company, upon the recommendation of the Audit Committee, has approved the appointment of M/s. M.I. Prajapati & Associates, Cost & Management Accountants, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of Rs. 30000/- (Rupees Thirty Thousand Only) per annum as applicable, at its meeting held on September 06, 2024.

In pursuance of Section 148 of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 04 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends the passing of Ordinary Resolution as set out at Item No. 03 of the Notice by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 03 of the Notice.

In respect of Item No. 05: Appointment of Ms. Sejalben Shantilal Parmar (DIN: 07401639) as an Independent Director of the company: Special Resolution

Members be informed that to comply with the provisions of Section 149 of the Companies Act, 2013, Ms. Sejalben Shantilal Parmar (DIN: 07401639) was appointed as an Additional Independent Director of the Company w.e.f September 06, 2024 by the Board of Directors of the Company. Ms. Sejalben Shantilal Parmar holds office upto the conclusion of the date of this Annual General Meeting.

Keeping in view her experience and knowledge and upon receipt of recommendation of Nomination and Remuneration Committee and notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a member of the Company recommending her candidature for the office of Director, the Board recommends the appointment of Mrs. Sejalben Shantilal Parmar (DIN: 07401639) as an Independent Director for a period of 5 (five) years commencing from September 30, 2024.

Mrs. Sejalben Shantilal Parmar (DIN: 07401639) possesses Master degree in the field of arts and the requisite knowledge, experience and skill for the position of the Independent Director. Further, she is not related to any of the Directors of the Company.

In the opinion of the Board, Ms. Sejalben Shantilal Parmar fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Ms. Sejalben Shantilal Parmar as an Independent Director is now being placed before the Members for their approval.



None of the Directors (Except Ms. Sejalben Shantilal Parmar) and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

The Board of Directors at its meeting held on September 06, 2024 recommended the resolution set out at Item no. 5 to be passed as a Special Resolution by the members.

In respect of Item No. 06: Approval of Material Related Party Transaction(S) With M/s. Vinod Spinners Private Limited for FY. 2024-25: Ordinary Resolution

Pursuant to Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder state that any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the last audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution.

Further, Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides the non- applicability of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) on companies listed on SME exchange for the related party transactions.

During the Financial Year 2024-25, the Company, proposes to enter into certain related party transaction(s) with Vinod Spinners Private Limited as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds.

Accordingly, transaction(s) entered with Vinod Spinners Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Board of Directors, at its meeting held on April 04, 2024, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 100 crores per company for transactions involving purchase and sales for the Financial Year 2024-25, with Vinod Spinners Private Limited, related parties within the definition of Section 2(76) of the Act.

Except Mr. Gagan Mittal & Mr. Nirmalkumar Mittal along with and/or his relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 06 of the Notice.

The Board recommends the relevant **Ordinary resolution** set forth at Item no. 06 in the Notice for the approval of the Members for the said Related Party Transaction(s) proposed to be entered by our Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Vinod Spinners Private Limited are as follows:

Sl.	Particulars	Remarks
1.	Name of Related Parties	Vinod Spinners Private Limited



2.	Name of the Director or KMP who is related	Mr. Nirmalkumar Mangalchand Mittal
3.	Nature of Relationship	Mr. Nirmalkumar Mangalchand Mittal is promoter & director of United Cotfab Limited and Promoter & Director of Vinod Spinners Private Limited.
4.	Type of transaction	Purchase & Sale
5.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 100 Crores for FY 2024-25 with Vinod Spinners Private Limited.
6.	Justification as to why the RPTs are in the interest of the Company	Company has taken approval for Sale of Products and Raw Materials to fulfil temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation.
7.	Nature materials terms and particulars of the Contracts/arrangements/	Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
8.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
9.	Tenure of contracts/arrangement	April 1, 2024 to March 31, 2025 and onwards
10.	Any other information relevant or important for the members to take a decision on the proposed resolution.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

In respect of Item No. 07, 08 and 09: Approval of Material Related Party Transaction(S) With M/s. United Polyfab Gujarat Limited, United Polyfab Private Limited & Vishan International LLP for FY. 2024-25: Ordinary Resolution

Pursuant to Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder state that any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the last audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution.

Furthermore, Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states the non- applicability of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) on companies listed on SME exchange for the related party transactions.



During the Financial Year 2024-25, the Company, proposes to enter into certain related party transaction(s) with United Polyfab Gujarat Limited, United Polyfab Private Limited & Vishan International LLP as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds.

Accordingly, transaction(s) entered with United Polyfab Gujarat Limited, United Polyfab Private Limited & Vishan International LLP comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Board of Directors, at its meeting held on April 04, 2024, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 100 Crores, Rs. 50 Crore and Rs. 50 Crores respectively per company for transactions involving purchase and sales for the Financial Year 2024-25, with above mentioned related parties within the definition of Section 2(76) of the Act.

Except Mr. Gagan Mittal & Mr. Nirmalkumar Mittal along with and/or his relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 06 of the Notice.

The Board recommends the relevant **Ordinary resolution** set forth at Item no. 07, 08 and 09 in the Notice for the approval of the Members for the said Related Party Transaction(s) proposed to be entered by our Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Vinod Spinners Private Limited are as follows:

		Item No. 7	Item No. 8	Item No. 9
Sl.	Particulars	Remarks	Remarks	Remarks
1.	Name of Related Parties	United Polyfab Gujarat Limited	United Polyfab Private Limited	Vishan International LLP
2.	Name of the Director or KMP who is related	Mr. Nirmalkumar Mangalchand Mittal & Mr. Gagan Nirmalkumar Mittal	Mr. Nirmalkumar Mangalchand Mittal & Mr. Gagan Nirmalkumar Mittal	None of the directors are related
3.	Nature of Relationship	Mr. Nirmalkumar Mangalchand Mittal is promoter & director of United Cotfab Limited and promoter & director of United Polyfab Gujarat Limited.	Mr. Nirmalkumar Mangalchand Mittal is promoter & director of United Cotfab Limited and promoter & director of United Polyfab Private Limited.	Vishan International LLP is part of promoter group of United Cotfab Limited.
4.	Type of transaction	Purchase & Sale	Purchase & Sale	Purchase & Sales
5.	Monetary Value	The estimated aggregate value of transaction for the matters proposed in the resolution shall not exceed Rs. 100 Crores for FY 2024-25.	The estimated aggregate value of transaction for the matters proposed in the resolution shall not exceed Rs. 50 Crores for FY 2024-25	The estimated aggregate value of transaction for the matters proposed in the resolution shall not exceed Rs. 50 Crores for FY 2024-25



6.	Justification as to why the RPTs are in the interest of the Company	Company has taken approval for Purchase and Sale of Products and Raw Materials to fulfill temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation	Company has taken approval for Purchase and Sale of Products and Raw Materials to fulfil temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation.	Company has taken approval for Purchase & Sale of Products and Raw Materials to fulfil temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation.
7.	Nature materials terms and particulars of the Contracts/arrangements /	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis	Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.	Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
8.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.	As per industry norms customs and usages.	As per industry norms customs and usages.
9.	Tenure of contracts/arrangement	April 1, 2024 to March 31, 2025 and onwards	April 1, 2024 to March 31, 2025 and onwards	April 1, 2024 to March 31, 2025 and onwards
10.	Any other information relevant or important for the members to take a decision on the proposed resolution.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.		

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Sd/-
Gagan NirmalKumar Mittal
Chairman and Managing Director
DIN: 00593377**

**Place: Ahmedabad
Date : September 06, 2024**



Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI:

Item No. 2:

Name	Mr. Nirmalkumar Mangalchand Mittal
Date of Birth	May 08, 1957
Qualification	-
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Nirmalkumar Mangalchand Mittal is having 40 years of experience in textile business.
No. of Shares held as on March 31, 2024	6,003,000 Equity Shares
Terms & Conditions	Liabile to retire by rotation
Remuneration Last Drawn	Rs. 31,250/-
Remuneration sought to be paid	Rs. 31,250/-
Number of Board Meetings attended during the Financial Year 2023-24	14 out of 14
Date of Original Appointment	November 02, 2023
Date of Appointment in current terms	November 02, 2023
Directorships held in other public companies including deemed public companies and excluding our Company, Section 8 Companies, Struck off Companies and LLPs.	1. United Polyfab Gujarat Limited
Memberships / Chairmanships of committees of public companies*	Membership – 1 Committees Chairmanship – Nil
Inter-se Relationship with other Directors.	Father of Mr. Gagan Nirmalkumar Mittal
Information as required pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018	Mr. Nirmalkumar Mittal is not debarred from holding the office of director pursuant to any SEBI order or any other authority
Listed Entities from which Director has resigned as Director in past 3 years.	NIL

*Committee includes the Audit Committee and Stakeholders' Grievance Committee



To,
Purva Sharegistry (India) Private Limited
 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg,
 Near Lodha Excelus, Lower Parel East,
 Mumbai - 400 011, Maharashtra, India

Dear Sir/Ma'am,

Sub: Updation of Shareholder Information

Ref: UNITED COTFAB LIMITED (CIN: L13111GJ2023PLC145961)

I/we request you to record the following information against my/our folio no;

Folio Number/DPID/Client ID	No of Shares Held :	
Name of the Shareholder	1. 2.	
Address of The First Holder		
Email Id		
PAN		Telephone No(s)
Specimen Signature(s)	1.	2.
Attestation By Bank Under Their Stamp		
Name of the officer		
Authorization Code Number		
Contact Number		

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made thereunder, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

Place:

Signature

Date:

 Signature of sole/ First Holder

Note:

- Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
- Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
- Attach following documents along with form;
 - Attested copy of the PAN card.
 - Attested copy of Aadhar Card/Passport/ration Card/Driving License/Voter Id (any one) (If PAN card is not obtained)
 - Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
 - In case of death of any holder kindly send attested copy of the death certificate.



DIRECTORS' REPORT

To,
The Members,
United Cotfab Limited

Your directors have immense pleasure in presenting the **1st Annual Report** of United Cotfab Limited along with the Audited Financial Statements for the year ended March 31, 2024.

BRIEF HISTORY:

The Company was originally incorporated as United Cotfab LLP as a limited liability partnership vide Certificate of Incorporation dated August 25, 2015, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Later on, United Cotfab LLP was converted to a private limited company consequently, the name of the company was changed to United Cotfab Private Limited and a fresh certificate of incorporation dated November 02, 2023 was issued to the company by the Registrar of Companies, Central Registration Centre. Subsequently, United Cotfab Private Limited was converted from a private limited company to a public limited company pursuant to a resolution passed in the Extra-Ordinary General Meeting of the company dated December 04, 2023 and the name of the company was changed to United Cotfab Limited with a fresh certificate of incorporation dated December 14, 2023 issued to the company by the Registrar of Companies, Ahmedabad.

The Company get listed on SME Platform of Bombay Stock Exchange of India Limited (BSE SME) on June 24, 2024.

FINANCIAL SUMMARY AND HIGHLIGHTS:

The Company's Audited Financial Statements as of March 31, 2024, have been meticulously prepared in accordance with the applicable Ind AS, as well as Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), and the pertinent provisions outlined in the Companies Act, 2013 (the "Act"). Furthermore, the financial summary of the company was bifurcated into two periods as conversion took place during the reporting period 2023-24 i.e from LLP to Company:

Particulars	(Rs. In Lakhs)		
	United Cotfab Limited 02.11.2023 To 31.03.2024**	United Cotfab LLP 01.04.2023 To 07.12.2023*	United Cotfab LLP 2022-23
Income from Operations	3,980.07	7,549.35	44.20
Other Income	8.23	15.10	19.81
Total Revenue	3,988.30	7,564.45	64.02
Less: Total Expenses (excluding Depreciation & Interest)	3279.31	6,482.35	43.01
Operating Profits (PBDIT)	708.99	1,082.10	21.01
Less: Finance Cost	111.98	224.66	0.02
Less: Depreciation	84.17	168.12	-
Profit Before Tax	512.84	689.32	20.98
Add/Less:			
Current Tax	34.57	9.88	7.05
Deferred Tax	291.07	-	-
Provision of Income Tax	325.64	-	-



Net Profit after Tax	187.20	679.44	13.93
Items that will not be subsequently reclassified to profit or loss	-	-	-
Change in fair value of investment carried at fair value through other comprehensive income	-	-	-
Remeasurement gain/(loss) of defined benefit plans	-	-	-
Less: Income tax impact on above	-	-	-
Restated other comprehensive income for the period/year	-	-	-
Restated total comprehensive income/(loss) for the period/year	187.20	679.44	13.93

* The LLP was converted into company named United Cotfab Private Limited on 2/11/2023 vide filing of the form URC-1. Although due to operational procedure in availing of GST Number, business operations were continued till 7/12/2023. There was no business continued in United Cotfab LLP after 7/12/2023.

** United Cotfab LLP was converted into United Cotfab Private Limited on 2nd November, 2023 and then to United Cotfab Limited on 14/12/2023. Although due to operational procedures in the process of such conversion (primarily due to availment of GSTN), business in the newly formed company was commenced on 8th December, 2023 (i.e. business was ceased to be continued in United Cotfab LLP on 07/12/2023). Therefore, bifurcation for period upto 31/12/2023 is done as period upto 07/12/2023 and then from 8/12/2023 to 31/12/2023).

REVIEW OF BUSINESS OPERATION

1. FINANCIAL PERFORMANCE:

- During the financial year, the revenue from operation for the Financial year ended on 31.03.2024 was Rs.11,552.74 (in lakhs) (computed conjointly of United Cotfab Limited and United Cotfab LLP as on basis of Audited Restated financial Statement (annexed in prospectus being available on website of the company https://unitedcotfab.com/Disclosures_Under_Regulation.html) prepared as per Companies Act, 2013 with the applicable Ind AS for the financial year 2023-24.
- Furthermore, In Comparison to the Financial year 2023-24, the revenue from operation was Rs. 64.02 (in lakhs) (Rupees Sixty-Four Lakhs Two Thousand) reported in the previous financial year ended on 31.03.2023.
- The Earnings per Share (EPS) for the year 2023-24 is INR 7.97, as against INR 0.14 in the previous year, reflecting a growth. The consistent increase in EPS highlights the company's commitment to enhancing shareholder value.

2. DIVIDEND

The Board of Directors of the Company has decided not to declare any dividend for the financial year ended March 31, 2024. The retained earnings will be utilized to strengthen the financial position and support ongoing and future business initiatives.

3. TRANSFER TO RESERVES

During the financial year ended March 31, 2024, United Cotfab Limited has transferred an amount of Rs. 1029.00 (In Lakhs) to the Securities Premium Reserve. This amount reflects the premium collected over and above the face value of shares issued to existing shareholder through Right Issue. The amount of Rs. 1028.00 (in lakhs) from Securities Premium Reserve has been utilized in accordance with the provisions of the Companies Act, 2013.

4. CHANGE IN THE NATURE OF BUSINESS:

As required to be reported pursuant to Section 134(3)(q) read with Rule 8(5) (ii) of Companies (Accounts) Rules, 2014, There is no change in the nature of business carried on by company during the financial year 2023-24.

5. LISTING OF SHARES ON SME PLATFORM OF BSE LIMITED

During the financial year 2024-25, United Cotfab Limited has successfully listed its 51,84,000 equity shares on the SME Platform of BSE Limited on **June 24, 2024**. This significant milestone marks a new chapter in the Company's growth journey, providing it with enhanced visibility and access to a broader investor base.

6. SHARE CAPITAL

The company has only one class of shares i.e. Equity shares of Rs. 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up during the period under review:

- ❖ The **Authorized Share Capital** of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore Only)
- ❖ **Issued, Subscribed, and Paid-up Equity Share Capital** is Rs. 17,19,00,000 /- (Rupees Seventeen Crore Nineteen Lakh Only).

6.1. CHANGES IN SHARE CAPITAL

During the period 2023-24 under review, The Authorised Equity Share Capital and Paid up Equity Capital has been changed in the manner set forth below:

1. Authorized Equity Share Capital:

Sr. No.	Particulars of Increase	No. of Equity Shares	Authorized Share Capital (In Rs.)	Date of Meeting	Whether AGM/ EGM
1.	On Incorporation	10000	100000	N.A	N.A
2.	Increase in authorized equity share capital from Rs. 1.00 Lakhs to Rs. 1800.00 Lakhs	18000000	180000000	November 08, 2023	EGM

2. Right Issue:

The allotment of 1715000 Equity Shares made by way of Right Issue at the Issue Price of Rs. 70/- each (including the premium of Rs. 60/-). Such Issue & allotment is duly approved by the board of directors at their meeting held on November 28, 2023.

3. Bonus Issue:

The Allotment of 10281000 Equity Shares made on December 02, 2023 by way of Bonus Issue in ratio of 149:25 (149 Equity Shares for every 25 Equity Shares) out of Security Premium Reserve. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves at any point of time since Incorporation except issuance of 10281000 Bonus Equity Shares.



4. Initial Public Offering (IPO):

On June 24, 2023, the Company successfully completed its IPO by way of issuing 51,84,000 Equity Share. This IPO marks a significant milestone, enhancing the Company's capital base and providing access to a broader investor base through the listing on the SME Platform of BSE Limited

Summary of Share Capital:

Authorized Capital:	Rs. 18,00,00,000/-
Paid-up Capital Before Right and Bonus Issue	Rs. 1,00,000 /-
Increase by way of Right and Bonus issue	Rs. 119960000 /-
Paid-up Capital after Right and Bonus Issue	Rs. 12,00,60,000/-
Paid-up Capital After IPO	Rs. 17,19,00,000

7. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

7.1. CONSTITUTION OF BOARD:

The following is the constitution of Board of Directors and KMPs of the company as on 31st March, 2024:

S. No.	Name of the Directors and Key Managerial Personnel (KMPs)	Designation	Date of Appointment at current Term	No. of Shares held as on March 31, 2024.
1.	Gagan Nirmalkumar Mittal	Promoter, Chairman and Managing Director.	08.11.2023	60,02,995
2.	Nirmalkumar Mangalchand Mittal	Promoter , Non- Executive Director	02.11.2023	60,03,000
3.	Rashmi Kamlesh Otavani**	Non-Executive Independent Director	08.11.2023	-
4.	Safalkumar Hasmukhbhai Patel	Non-Executive Independent Director	08.11.2023	-
5.	Nareshkumar Mistri	Chief Financial Officer	06.11.2023	-
6.	Muskan Kashyap	Company Secretary and Compliance Officer	15.12.2023	-

Your board informed that Ms. Rashmi Kamlesh Otavani (Independent Director) has tendered her resignation in the board meeting held on September 06, 2024. To fill the casual vacancy caused due to her resignation, Ms. Sejalben Shantilal Parmar (DIN: 07401639) is appointed by the board in the same meeting upon the recommendation of nomination and remuneration committee.

7.2. CHANGES IN THE BOARD OF DIRECTORS DURING FINANCIAL YEAR 2023-24

Name of the Directors	Date of Event	Nature of Event	Reason for the changes in the board
Mr. Gagan Nirmalkumar Mittal	02.11.2023	Appointment	He served the company as chairman and executive director following the conversion of United Cotfab Limited Liability Partnership to United Cotfab Private Limited on November 02, 2023.
Mr. Nirmalkumar Mangalchand Mittal	02.11.2023	Appointment	He served the company as Non-executive Director following the conversion of United Cotfab Limited Liability Partnership to United Cotfab Private



			Limited on November 02, 2023.
Mr. Gagan Nirmalkumar Mittal	08.11.2023	Change in Designation	On November 6, 2023, he was repositioned as Chairman and Managing Director, a position he would hold for five (5) years
Mr. Safalkumar Hasmukhbhai Patel	06.11.2023	Appointment	Commencing on November 06, 2023, he was designated as an Additional Non-Executive Independent Director of the Company.
Ms. Rashmi Kamlesh Otavani	06.11.2023	Appointment	Commencing on November 06, 2023, she was designated as an Additional Non-Executive Independent Director of the Company.
Mr. Safalkumar Hasmukhbhai Patel	08.11.2023	Change in Designation	He was then regularized as a non-executive independent director of the company for a term of 5 (five) years, beginning on November 06, 2023, and not subject to retirement by rotation, in the Extra Ordinary General Meeting of the Members held on November 8, 2023.
Ms. Rashmi Kamlesh Otavani	08.11.2023	Change in Designation	She was then regularized as a non-executive independent director of the company for a term of 5 (five) years, beginning on November 06, 2023, and not subject to retirement by rotation, in the Extra Ordinary General Meeting of the Members held on November 8, 2023.

7.3. BOARD MEETINGS

During the year under review, 14 (Fourteen) Board Meetings were convened as and when required. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act. The details of attendance of each Director at the Board Meeting are given below;

Sr. No.	Date of the Board Meeting	No. of Director entitled to attend the meeting	No. of directors who attended the Meeting	Name of the Directors present
1.	06.11.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
2.	08.11.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
3.	25.11.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
4.	28.11.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel



5.	02.12.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
6.	02.12.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
7.	04.12.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
8.	15.12.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
9.	19.12.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
10.	20.12.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
11.	18.01.2023	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
12.	01.02.2024	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
13.	01.02.2024	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel
14.	29.03.2024	4	4	Gagan Nirmalkumar Mittal Nirmalkumar Mangalchand Mittal Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel

Furthermore, during the year under review, 2 (Two) Audit Committee Meetings, 1 (One) Stakeholders Relationship Committee Meeting, 1 (One) Nomination and Remuneration Committee Meeting, 1 (One) Independent Directors Meeting were convened and held:

	Date of the Board Meeting	No. of Director entitled to attend the meeting	No. of directors who attended the Meeting	Name of the Directors present
Audit Committee Meeting	15.12.2023	3	3	Safalkumar Hasmukhbhai Patel
				Rashmi Kamlesh Otavani
				Gagan Nirmalkumar Mittal
Audit Committee Meeting	19.12.2023	3	3	Gagan Nirmalkumar Mittal
				Rashmi Kamlesh Otavani
				Safalkumar Hasmukhbhai Patel



Nomination & Remuneration Committee Meeting	15.12.2023	3	3	Rashmi Kamlesh Otavani
				Nirmalkumar Mangalchand Mittal
				Safalkumar Hasmukhbhai Patel
Stakeholders Relationship Committee Meeting	15.12.2023	3	3	Rashmi Kamlesh Otavani
				Nirmalkumar Mangalchand Mittal
				Safalkumar Hasmukhbhai Patel
Independent Directors Meeting	29.03.2024	2	2	Rashmi Kamlesh Otavani Safalkumar Hasmukhbhai Patel

7.4. GENERAL MEETINGS:

During the year under review, the following General Meetings were held, the details of which are given as under:

Sr. no.	Type of General Meeting	Date of General Meeting
1.	Extra Ordinary General Meeting	08.11.2023
2.	Extra Ordinary General Meeting	02.12.2023
3.	Extra Ordinary General Meeting	04.12.2023
4.	Extra Ordinary General Meeting	16.12.2023

Disclosure by Directors:

The Directors on the Board have submitted notice of interest under Section 184(1) of the Companies Act, 2013 i.e. in Form MBP-1, intimation under Section 164(2) of the Companies Act, 2013 i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

8. PERFORMANCE EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 in the following manners;

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

9. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their declarations of independence confirming that he/she met with the criteria of independence as laid out in section 149(7) of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India is enclosed as per “**ANNEXURE - A**” and forms the part of this Report.

11. CORPORATE GOVERNANCE REPORT

The Corporate Governance Report as per Regulation 15(2) is not applicable on the Company. Please find enclosed Non applicability Certificate as “**ANNEXURE - B**”.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2023. Furthermore, The Company has duly taken the approval of board of directors and shareholders to comply with limits prescribed under the provisions of Section 186.

13. COMPANY’S POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The Nomination and Remuneration Committee of the Board consist of:

- Ms. Rashmi Kamlesh Otavani (DIN: 06976600)
- Mr. Safalkumar Hasmukhbhai Patel (DIN: 08107710)
- Mr. Nirmalkumar Mangalchand Mittal (DIN: 01528758)

With terms of Section 178 of the Companies Act 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules 2014.

Salient Features of the Nomination and Remuneration Policy are;

- a. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:
 - The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.
 - A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment.
 - In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- b. Policy on remuneration of Director, KMP and Senior Management Personnel:

The Company’s remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company’s philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is annexed as “ANNEXURE - C”

14. WEB ADDRESS OF ANNUAL RETURN:

In pursuance to Section 92 and 134 (3) (a) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 for the financial year ended March 31, 2024 is placed on the Company’s website and can be accessed at www.unitedcotfab.com.

15. SECRETARIAL STANDARDS

During the year under review, your company has complied with the applicable Secretarial Standards.

16. DIRECTORS’ RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3) (C) of the Companies Act, 2013 with respect to Directors’ Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2024 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis;
- (v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DETAILS OF THE ASSOCIATES/ JOINT VENTURE / SUBSIDIARIES COMPANIES :

During the financial year 2023-24, United Cotfab Limited did not have any associates, joint ventures, or subsidiary companies. The Company continues to focus on its core operations and strategic initiatives to drive growth and enhance shareholder value.

18. PARTICULAR OF EMPLOYEES

The ratio of the remuneration of each whole-time director to the median of employees’ remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as: **ANNEXURE - D”**.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, all the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are materially significant related party transactions made by the Company with Entities in which Promoters, Directors are interested, which may have potential conflict with the interest of the Company at large or which requires the approval of the shareholders.

All Related Party Transactions to be entered with related parties are placed before the Audit Committee and the Board. Omnibus approval was obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 as attached in the "[ANNEXURE -E](#)".

20. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, are provided as an "[ANNEXURE - F](#)".

21. AUDITORS OF THE COMPANY:

❖ STATUTORY AUDITOR

M/s. Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) as Statutory Auditor of the Company, were re-appointed at 1st Annual General Meeting held in the calendar year 2024, for the period of five consecutive years from the conclusion this ensuing AGM till the conclusion of 6th Annual General Meeting of the Company to be held in the calendar year 2029.

The Notes to the financial statements referred in the Auditors Report are self-explanatory. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

❖ SECRETARIAL AUDITOR

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 was not required to appoint Practising Company Secretaries to conduct the Secretarial Audit of the Company for the financial year 2023-24.*

❖ COST AUDITOR

During the year under review, The Company is not required to appoint cost auditor to conduct cost audit of the company for the financial year 2023-24.



Furthermore, the Board of Directors at their meeting held on September 06, 2024, appoints M/s. M.I. Prajapati & Associates, Cost & Management Accountants, Ahmedabad, as Cost Auditors for auditing the cost records of your Company for the financial year 2024-25. Further, they have obtained Auditors Consent and eligibility certificate that they are free from disqualification specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act and that their appointment meets the requirements of Section 141(3)(g) of the Act.

22. DISCLOSURE OF MAINTENANCE OF COST RECORDS:

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, the company is not required to maintain the Cost Records pursuant to rules made by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company for the financial year 2023-24.

23. BOARD'S COMMENTS ON QUALIFICATION, RESERVATION & ADVERSE REMARKS OR DISCLAIMER MADE BY:

- ❖ **Statutory Auditors** – Audit Report given by the Statutory Auditor is self-explanatory in nature thus no explanation or comments required from the board of director.
- ❖ **Cost Auditors: - N.A.**
- ❖ **Secretarial Auditors N.A.**

24. DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the year. There is no unclaimed or unpaid deposit lying with the Company as on the financial year end date. **(In Rupees)**

Deposits accepted during the year (including renewed during the year)	Nil
Deposits remained unpaid or unclaimed as the end of the year	Nil
Default in repayment of deposits or payment of interest thereon during the year and if so number of such cases and the total amount involved	Nil
(i) at the beginning of the year;	
(ii) maximum during the year	
(iii) at the end of the year	
Deposits which are not in compliance with requirement of Chapter V of the Companies Act, 2013	Nil

25. CORPORATE SOCIAL RESPONSIBILITY

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of Companies Act, 2013.

26. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Pursuant to Section 134 (3)(q) read with Rule 8(5) (viii) of Companies (Accounts) Rules, 2014, and ICAI guidance note on adequacy on internal financial controls with reference to financial statements, it is stated that there is adequate internal control system in the Company.



27. INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

28. CORPORATE POLICY

We seek to promote and follow the highest level of ethical standards in our business transactions. The Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2018 and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 mandated the formulation of certain policies for all listed companies.

The Policies are reviewed periodically by the Board and updated on the basis of need and new compliance.

The Key Policies are as follows:

Name of The Policy	Brief Description
Risk Management Policy	The Company has a Risk Management Policy with an objective to formalize the process of identification of potential risk and adopt appropriate risk mitigation measures through a risk management structure. The Risk Management Policy is a step taken by the Company towards strengthening the existing controls. The Business of the Company solely depends upon the agricultural produce which is highly seasonal and this is a major element of risk which may threaten the existence of the Company.
Policy for determining materiality of event or Information	The Objective of this policy is to outline the guidelines to be followed by the Company for consistent, transparent and timely public disclosures of material information events/information and to ensure that such information is adequately disseminated to the stock Exchange(s) where the securities of the Company are listed in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.
Policy of Preservation of Records	This policy sets the Standards for classifying, managing and storing the records of the Company. The Purpose of this policy is to establish framework for effective records Management and the process for subsequent archival of such records.
Sexual Harassment Policy	The Company has zero tolerance for sexual harassment of women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

Other policies	Policies like: Policy for Determining Material Subsidiaries, Insider Trading Prohibition Code Pursuant to SEBI (PIT) Regulations, 2015, Policy on Related Party Transaction(s), Policy on Familiarization of Independent Directors are prepared by the Company and followed in its true letter and spirit.
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29. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR.

Your Company under goes to listing procedure on BSE SME Platform after the closure of financial year 2023-24. The Draft red herring prospectus of the company has been filed on December 26, 2023. Looking thereafter the BSE issued the in-principal letter dated March 07, 2023 for proposed issue of 51, 84,000 equity shares.

- After all due compliances and diligence, BSE has issued Listing & Trading Approval letter vide number LO\SME-IPO\HP\TP\71\2024-25 dated June 21, 2024. The equity share of the company was listed on Exchange effective from **June 24, 2024**.
- Thus, it has been 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.

30. GENERAL DISCLOSURE:

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year.

30.1. Voluntary Revision of Financial Statements or Board's Report

The Company is complying with the provisions of Section 129 or 134 of Companies Act, 2013 so there is no voluntary revision done by the company during financial year 2023- 24.

30.2. INSURANCE:

The movable and immovable properties of the Company including plant and Machinery and stocks wherever necessary and to the extent required have been adequately insured against the risks of fire, riot, strike, malicious damage etc. as per the consistent policy of the Company.

30.3. Share Capital and Provision of Money by Company for Purchase of its Own Shares by Trustees or Employees For The Benefit of Employees

Your Company has not issued any equity shares with differential rights, sweat equity shares, employee stock options and neither made any provision of money for purchase of its own shares by trustees or employees for the benefit of employees for the financial year ended 31.03.2024.

30.4. Equity Shares with Differential Rights.

The company under the provision of Section 43 of the Companies Act, 2013, read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any equity shares with differential rights.

30.5. Sweat Equity Shares

The company under the provision of Section 54 of the Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity shares.

30.6. Employees Stock Option Scheme (ESOS)

There is no issue of employee stock option during the year under review. The Board of directors, shall, inter alia, disclose in the Directors' Report for the year, the details as provided in Rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.

31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

To foster a positive workplace environment, free from harassment of any nature, we have adopted policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. Further the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace

During the year under review, there were no incidences of sexual harassment reported.

32. RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

33. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT:

M/s. Rajiv Shah & Associates, Chartered Accountants were Statutory Auditors of the Company for the period of Financial Year 2023-24. They have not reported any instances of fraud committed by the Company's officers or employees to the Audit Committee under Section 143(12) of the Act, as required for disclosure in this report.

34. DETAILS OF APPLICATION MADE OR PROCEEDINGS PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, the Company has not made any application before the National Company Law Tribunal under Insolvency and Bankruptcy Code, 2016 for recovery of outstanding loans against customer and there is no pending proceeding against the Company under Insolvency and Bankruptcy Code, 2016.

35. SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

36. 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 REASONS THEREOF: Not Applicable



37. APPRECIATIONS AND ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Sd/-
Gagan Nirmalkumar Mittal
Chairman and Managing Director
DIN: 00593377**

**Place: Ahmedabad
Date : September 06, 2024**



ANNEXURE - A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management discussion and analysis report provide an over view of the financial activities for the fiscal year ended on 31st March 2024, gives an overall sight of the spinning industry, opportunities and threats in the business and Company's strategy to deal with that. This report is designed to focus on current years' activities, resulting changes and other known facts in conjunction to the financial and strategic position of the Company.

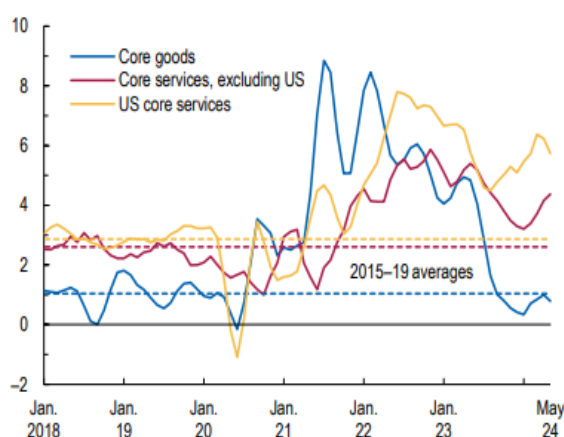
A. GLOBAL ECONOMY OUTLOOK**❖ The Global Economy in a Sticky Spot**

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. Services inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher for even longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. The policy mix should thus be sequenced carefully to achieve price stability and replenish diminished buffers.

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year's rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies' currencies against the dollar.

Figure 1. Sequential Core Inflation
(Percent; three-month-over-three-month, annualized)



Sources: Haver Analytics; and IMF staff calculations.

Note: The two aggregates are the purchasing-power-parity-weighted averages. Sample includes 11 advanced economies and 9 emerging market and developing economies that account for approximately 55 percent of 2021 world output at purchasing-power-parity weights.



A WAXING AND WANING OUTLOOK

IMF staff projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, less than projected in the April WEO, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

Growth is expected to remain stable. At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global economic growth is broadly unchanged from that in April (Table 1). Under the hood, however, offsetting growth revisions have shifted the composition.

Global inflation will continue to decline.

In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to pre pandemic levels for the median emerging market and developing economy.

Table 1. Overview of the World Economic Outlook Projections

(Percent change, unless noted otherwise)

	Year over Year								
			Projections		Difference from April 2024 WEO Projections 1/		Q4 over Q4 2/		
	2022	2023	2024	2025	2024	2025	2023	2024	2025
World Output	3.5	3.3	3.2	3.3	0.0	0.1	3.3	3.2	3.2
Advanced Economies	2.6	1.7	1.7	1.8	0.0	0.0	1.7	1.8	1.8
United States	1.9	2.5	2.6	1.9	-0.1	0.0	3.1	2.0	1.8
Euro Area	3.4	0.5	0.9	1.5	0.1	0.0	0.2	1.5	1.5
Germany	1.8	-0.2	0.2	1.3	0.0	0.0	-0.2	0.8	1.7
France	2.6	1.1	0.9	1.3	0.2	-0.1	1.2	0.8	1.5
Italy	4.0	0.9	0.7	0.9	0.0	0.2	0.7	0.5	1.3
Spain	5.8	2.5	2.4	2.1	0.5	0.0	2.1	2.3	2.1
Japan	1.0	1.9	0.7	1.0	-0.2	0.0	1.2	1.6	0.3
United Kingdom	4.3	0.1	0.7	1.5	0.2	0.0	-0.2	1.5	1.6
Canada	3.8	1.2	1.3	2.4	0.1	0.1	1.0	2.2	2.2
Other Advanced Economies 3/	2.7	1.8	2.0	2.2	0.0	-0.2	1.7	1.9	2.8
Emerging Market and Developing Economies	4.1	4.4	4.3	4.3	0.1	0.1	4.7	4.3	4.4
Emerging and Developing Asia	4.4	5.7	5.4	5.1	0.2	0.2	5.9	5.3	5.0
China	3.0	5.2	5.0	4.5	0.4	0.4	5.4	4.6	4.9
India 4/	7.0	8.2	7.0	6.5	0.2	0.0	7.8	6.5	6.5
Emerging and Developing Europe	1.2	3.2	3.2	2.6	0.1	-0.2	4.1	2.3	3.7
Russia	-1.2	3.6	3.2	1.5	0.0	-0.3	4.8	1.8	1.7
Latin America and the Caribbean	4.2	2.3	1.9	2.7	-0.1	0.2	1.5	2.5	2.5
Brazil	3.0	2.9	2.1	2.4	-0.1	0.3	2.2	2.9	2.0
Mexico	3.7	3.2	2.2	1.6	-0.2	0.2	2.3	3.0	1.1
Middle East and Central Asia	5.4	2.0	2.4	4.0	-0.4	-0.2	...	...	...
Saudi Arabia	7.5	-0.8	1.7	4.7	-0.9	-1.3	-4.3	2.6	4.3
Sub-Saharan Africa	4.0	3.4	3.7	4.1	-0.1	0.1	...	...	...
Nigeria	3.3	2.9	3.1	3.0	-0.2	0.0	2.8	3.3	2.7
South Africa	1.9	0.7	0.9	1.2	0.0	0.0	1.3	1.3	0.9
Memorandum									
World Growth Based on Market Exchange Rates	3.0	2.7	2.7	2.8	0.0	0.1	2.8	2.7	2.8
European Union	3.7	0.6	1.2	1.8	0.1	0.0	0.5	1.7	1.8
ASEAN-5 5/	5.5	4.1	4.5	4.6	0.0	0.0	4.2	5.5	2.9
Middle East and North Africa	5.4	1.8	2.2	4.0	-0.5	-0.2	...	...	...
Emerging Market and Middle-Income Economies	4.0	4.4	4.2	4.2	0.1	0.1	4.7	4.3	4.4
Low-Income Developing Countries	4.2	3.9	4.4	5.3	-0.3	0.1	...	...	...
World Trade Volume (goods and services) 6/	5.6	0.8	3.1	3.4	0.1	0.1	...	...	...
Advanced Economies	6.2	0.1	2.5	2.8	0.3	-0.1	...	...	...
Emerging Market and Developing Economies	4.5	2.0	4.2	4.5	-0.1	0.5	...	...	...
Commodity Prices									
Oil 7/	39.2	-16.4	0.8	-6.0	3.3	0.3	-4.4	-2.4	-5.7
Nonfuel (average based on world commodity import weights)	7.9	-5.7	5.0	1.6	4.9	2.0	-0.2	7.7	0.5
World Consumer Prices 8/	8.7	6.7	5.9	4.4	0.0	-0.1	5.8	5.5	3.6
Advanced Economies 9/	7.3	4.6	2.7	2.1	0.1	0.1	3.1	2.5	1.9
Emerging Market and Developing Economies 8/	9.8	8.3	8.2	6.0	-0.1	-0.2	8.0	8.0	4.9

[Source: World Economic Outlook – www.imf.org]

B. INDIAN ECONOMY

❖ Economic Survey 2023-24

Union Minister for Finance, Ms. Nirmala Sitharaman, presented the Economic Survey 2023-24 in the Parliament on July 22, 2024. The key highlights of the Economic Survey 2023-24 are as follows:

State of the Economy 2023-24: Steady as She Goes

- In response to the pandemic, India has responded in three components: first, by focusing on public spending on infrastructure; second, by a natural response of business enterprise and public administration amidst adversities, i.e., digitalization of service delivery; and third, by 'Atma nirbhar Bharat Abhiyan' in terms of targeted relief to different sectors of the economy and sections of the population, and structural reforms that assisted a firm recovery and increased the medium-term growth potential.
- India's real GDP grew by 8.2% in FY24, posting growth of over 7% for a third consecutive year, driven by stable consumption demand and steadily improving investment demand.
- Gross value added (GVA) at 2011-12 prices grew by 7.2% in FY24, with growth remaining broad-based.
- Net taxes at constant (2011-12) prices grew by 19.1% in FY24, aided by reasonably strong tax growth, both at the centre and state levels and rationalization of subsidy expenditure. This led to the difference between GDP and GVA growth in FY24.
- The shares of the agriculture, industry and services sector in overall GVA at current prices were 17.7%, 27.6% and 54.7%, respectively in FY24.
- Within the industrial sector, manufacturing GVA grew by 9.9% in FY24 as compared to FY23.
- HSBC India PMI for manufacturing, consistently remained well above the threshold value of 50, indicating sustained expansion and stability in India's manufacturing sector.
- Construction activities displayed increased momentum and registered a growth of 9.9% in FY24 due to the infrastructure build out and buoyant commercial and residential real estate demand.
- Private final consumption expenditure (PFCE) grew by 4.0% in real terms in FY24.
- Gross Fixed Capital Formation (GFCF) by private non-financial corporations increased by 19.8% in FY23.
- New supply witnessed an all-time high, with 5.2 lakh units launched in 2023, as against 4.3 lakh units in 2022. The momentum continued in Q1 of 2024, witnessing record-breaking sales of 1.2 lakh units, clocking a robust 41% YoY growth.
- Corporate bond issuances in FY24 were up by 70.5%, with private placement remaining the preferred channel for corporates. Outstanding corporate bonds were up by 9.6% (YoY) as of the end of March 2024.
- The fiscal deficit of the Union Government has been brought down from 6.4% of GDP in

FY23 to 5.6% of GDP in FY24.

- The fiscal deficit of the government is expected to drop to 4.5% of GDP or lower by FY26.

(Source: <https://www.ibef.org>)

C. INDUSTRY STRUCTURE AND DEVELOPMENT

TEXTILE SECTOR

- India is the world's second-largest producer of textiles and garments. It is also the sixth-largest exporter of textiles spanning apparel, home and technical products. India has a 4.6% share of the global trade in textiles and apparel.
- India is the world's 3rd largest exporter of Textiles and Apparel.
- The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports.
- The textile industry has around 45 million workers employed in the textiles sector, including 3.5 million handloom workers.
- The textile industry has around 45 million workers employed in the textiles sector, including 3.5 million handloom workers.
- India's textile and apparel exports (including handicrafts) stood at US\$ 44.4 billion in FY22, a 41% increase YoY.
- The Indian textile industry has made a mark in the world with its innovative and attractive products.
- Total textile exports are expected to reach US\$ 65 billion by FY26.
- The Indian textile and apparel industry is expected to grow at 10%

POLICY SUPPORT

- 100% FDI (automatic route) is allowed in the Indian textile sector.
- Under Union Budget 2023-24, the total allocation for the textile sector was Rs. 4,389.24 crore (US\$ 536.4 million).
- In October 2021, the government approved a PLI scheme worth Rs. 4,445 crore (US\$ 594.26 million) to establish seven integrated mega textile parks and boost textile manufacturing in the country.
- In July 2023, 43 new implementing partners were empanelled under the SAMARTH scheme and an additional target of training around 75,000 beneficiaries has been allocated. 1,83,844 beneficiaries trained across 1,880 centres under Samarth.

ROBUST DEMAND

- The Indian technical textiles market is expected to expand to US\$ 23.3 billion by 2027, driven by increased awareness of goods and higher disposable incomes.
- Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers.
- In FY23, exports of readymade garments including accessories stood at US\$ 16.2 billion. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally.

- Mr. Piyush Goyal discussed the roadmap to achieve the target of US\$ 250 billion in textiles production and US\$ 100 billion in exports by 2030.

Your Management is of the opinion that things will start improving performance with the support of Government and its favourable Policies and initiatives, it will be able to meet the challenges of survival and record reasonable growth in the coming periods.

D. OPPORTUNITIES AND THREATS

Opportunities for Textile Industry

4. Immense growth potential

- In September 2023, Shadow fax inaugurated a 1.5 lakh sq. ft. fulfilment center in Surat with 10 lakh orders per day processing capacity.
- The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand.
- The textile and apparel industry is expected to grow to US\$ 190 billion by FY26.

5. Bilateral relations

- In October 2021, the Ministry of Textiles and GIZ (Deutsche Gesellschaft für Internationale Zusammenarbeit) signed an MoU to implement the 'Indo German Technical Cooperation' project. The project aims to increase the value addition from sustainable cotton production in the country.
- In March 2021, Pakistan approved reinstatement of cotton and sugar imports from India, indicating softening of bilateral relations.

6. Union Budget 2023-24

- Under the Union Budget 2023-24, the government has allocated:
- Rs. 4,389.24 crore (US\$ 536.4 million) to the Ministry of Textiles.
- Rs. 900 crore (US\$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS).
- Rs. 60 crore (US\$ 7.33 million) for Integrated Processing Development Scheme.
- Rs. 450 crore (US\$ 54.99 million) for National Technical Textiles Mission.

7. Centers of Excellence (CoE) for research and technical training

- The CoEs are aimed at creating testing and evaluation facilities as well as developing resource centres and training facilities.
- Existing 4 CoEs, BTRA for Geotech, SITRA for Meditech, NITRA for Protech and SASMIRA for Agrotech, would be upgraded in terms of development of incubation centres and support for the development of prototypes.
- Fund support would be provided for appointing experts to develop these facilities.

8. Foreign investments

- The Government is taking initiatives to attract foreign investment in the textile sector through promotional visits to countries such as Japan, Germany, Italy and France.
- According to the new Draft of the National Textile Policy, the Government is planning to attract foreign investment and creating employment opportunities for 35 million people.
- In December 2019, online clothing brand Henry & Smith raised US\$ 1 million from WEH Ventures and Rukam Capital.
- India can become the one-stop sourcing destination for companies from Association of Southeast Asian Nations (ASEAN) as there exist several opportunities for textile manufacturing companies from 10-nation bloc to invest in India.

(Source: <https://www.ibef.org>)



Threats

- Any change in Government Policies.
- Low technology barrier which results into stiff competition and lower margins on product.
- Low product differentiation.

E. SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company operates within a singular segment, specifically in the manufacturing of Open End Cotton yarn (textiles). These external pressures, in conjunction with high cotton prices and a significant downturn in yarn prices, have compounded challenges for the spinning industry.

F. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Particulars	United Cotfab Limited	United Cotfab LLP	United Cotfab LLP
	02.11.2023 To 31.03.2024**	01.04.2023 To 07.12.2023*	2022-23
Income from Operations	3,980.07	7,549.35	44.20
Other Income	8.23	15.10	19.81
Total Revenue	3,988.30	7,564.45	64.02
Less: Total Expenses (excluding Depreciation & Interest)	3279.31	6,482.35	43.01
Operating Profits (PBDIT)	708.99	1,082.10	21.01
Less: Finance Cost	111.98	224.66	0.02
Less: Depreciation	84.17	168.12	-
Profit Before Tax	512.84	689.32	20.98
Add/Less:			
Current Tax	34.57	9.88	7.05
Deferred Tax	291.07	-	-
Provision of Income Tax	325.64	-	-
Net Profit after Tax	187.20	679.44	13.93
Items that will not be subsequently reclassified to profit or loss	-	-	-
Change in fair value of investment carried at fair value through other comprehensive income	-	-	-
Remeasurement gain/(loss) of defined benefit plans	-	-	-
Less: Income tax impact on above	-	-	-
Restated other comprehensive income for the period/year	-	-	-
Restated total comprehensive income/(loss) for the period/year	187.20	679.44	13.93

G. FUTURE OUTLOOK

In the near term, it has formed a very good and abled Board, under whose guidance and abled support it is expected that Company will do well and will attain new targets and goals better than what it used to achieve when it was in full flow.

While the future remains uncertain, your management maintains a positive outlook. The anticipation is grounded in the expectation that an improvement in global demand and the moderation of raw cotton prices will collectively alleviate the challenges currently faced by the textile industry.

Amid this challenging landscape, your confidence is bolstered by the prospect of governmental support. The Spinning industry's vitality is deeply intertwined with favorable textile policies, incentives, and other benefits that can propel its future growth. Recognizing their paramount importance, the hope is that the government will extend this vital support to ensure the industry's resilience and thriving trajectory.

H. RISKS AND CONCERNS

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward.

No industry remains immune to the ordinary fluctuations and concerns inherent in the business realm. The Indian Textile Industry, in particular, contends with robust competition from smaller nations such as Bangladesh, Taiwan, Sri Lanka, and other emerging economies. The industry's competitive stance is intrinsically tied to several pivotal factors including raw cotton prices, exchange rates, and the prevailing interest rate environment.

Effective risk management is therefore critical to an organization's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels

I. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has adequate internal control systems and procedures which commensurate with the nature of its business and the size of its operations. The internal control system are adequate to ensure that all assets and resources of the company are safeguarded and protected against loss from unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The company also ensures compliance with all statutes and regulatory policies and guidelines. Further the company is also having internal audit department which carries out audit work throughout the year. The main objective of such audit is to test the adequacy and effectiveness of internal control systems laid down by the Management and to suggest improvement in the systems.

Besides, an audit committee consisting of three directors has been constituted. All the significant audit observation and follow up action thereon are taken care of by the audit committee. The audit committee met four times during the financial year under review.

J. ENVIRONMENT AND SAFETY

The need for environmentally clean and safe operations is company's key priority. The Company policy requires the conduct of all operations in such a manner so as to ensure the safety of all concerned, for environment protection and conservation of natural resources to the extent possible.

K. HUMAN RESOURCES AND INDUSTRIAL RELATION

The Company had cordial and harmonious industrial relations at all levels of organizations. The company believes that the industry has the tremendous potential to impact the society, nation and the world positively. Its employees are major stakeholders and their efforts have direct stake in the business prospectus of the organization. The employees have extended a very productive cooperation in the efforts of the management to carry the company to greater heights. The Company considers employees as their biggest competitive advantages. The Company takes initiative like training and development for its people to increase the performance. The Company has taken various steps to improve and enhance skill of its people. The industrial relations remained cordial in our plant. The Company has continued to give special attention to human resources and overall development. At present company has employed man power of around peoples including technical, non-technical, managerial and non- managerial, casual and contract labour.

L. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The enumerated are the key financial ratio of United Cotfab Limited during current reporting period i.e. 2023-24. For the comparison with previous year, it was difficult to evaluate as it was LLP. The Management overview and analysis the company performance for the period 02.11.2023 to 31.03.2024.

Sr. .No.	Ratios	Numerator	Denominator	Current Reporting Period
1	Current Ratio	3,450.68	2,485.86	1.39 %
2	Debt Equity Ratio	4,750.99	1,388.70	3.42 %
3	Debt Service coverage ratio	708.99	438.33	1.62 %
4	Return on Equity Ratio	187.20	1,388.70	13.48 %
5	Inventory Turnover Ratio	2,944.36	1,118.15	2.63 %
6	Trade Receivables turnover ratio	3,980.07	1,905.92	2.09 %
7	Trade payables turnover ratio	3,342.76	1,454.47	2.30 %
8	Net capital turnover ratio	3,980.07	964.82	4.13 %
9	Net profit ratio	187.20	3,980.07	4.70 %
10	Return on Capital employed	624.82	6,430.77	9.72 %

M. CAUTIONARY STATEMENT

Certain statements presented in this report, encompassing the Company's objectives, projects, estimates, and expectations, may be considered forward-looking statements under applicable laws and regulations. It's important to acknowledge that the actual results may deviate from these expectations and forward-looking statements due to an array of risks and uncertainties. These factors include but are not limited to economic conditions influencing demand and supply, governmental regulations and tax laws, competitive dynamics existing at pertinent times, and the impact of natural disasters, among others.



The Company underscores that it assumes no obligation to publicly amend, modify, or revise any of these statements in response to subsequent developments, information, or events. This recognition reflects the inherent volatility and fluidity of the business landscape, where a myriad of factors could influence outcomes and alter expectations.

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Place: Ahmedabad
Date : September 06, 2024**

**Sd/-
Gagan Nirmalkumar Mittal
Chairman and Managing Director
DIN: 00593377**



ANNEXURE - B

CORPORATE GOVERNANCE REPORT

M/s United Cotfab Limited believes in adopting best practices in the area of Corporate Governance and follows the principles of full transparency and accountability.

The Company has been practicing the broad principles of Corporate Governance within the regulatory framework. While following the Corporate Governance principles, it lays strong emphasis on trusteeship, transparency, accountability and integrity in all facets of its operations and in all its interactions with shareholders, employees, Government and its customers.

We would like to inform you that the Company is a Listed entity on SME platform of Bombay Stock Exchange (BSE SME) and as per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V shall not apply to the company in respect to:

- (b) {a} Listed entity which has listed its specified securities on the SME Exchange.

Kindly note that company being covered under Regulation 15 (2) (b) [a] of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In view of the aforesaid, We would like to affirm you that provisions stipulated under Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 of the SEBI (Listing Regulations and Disclosure Obligations Requirements) Regulations, 2015 **are not applicable on the Company.**

Furthermore, The Company is not required to annexed Corporate Governance Report **due to non-applicability of Para C, D and E of Schedule V** in the Annual report of the company.

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Sd/-
Gagan Nirmalkumar Mittal
Chairman and Managing Director
DIN: 00593377**

**Place: Ahmedabad
Date : September 06, 2024**

Company's policy on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, and independence of a director recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of directors.

Constitution of the Nomination and Remuneration Committee

The Board has constituted the "Nomination and Remuneration Committee" of the Board. This is in line with the requirements under the New Act. The Board has authority to reconstitute this Committee from time to time.

Policy for appointment including criteria for determining qualifications, positive attributes, and independence of a director of Director, KMPs and Senior Management

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
- A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.
- The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient /satisfactory for the concerned position.
- A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the company's growth.
- Independence of directors is decided on the basis of definition of independent director contained in sub section 6 of section 149 of the Companies Act 2013.

Policy relating to the remuneration for Directors, KMPs and other employees

- The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
- The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
- Where any insurance is taken by the Company on behalf of its Managing Director and any other employees for indemnifying against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- The remuneration and reward structure for employees depends upon their qualification and experience. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.



ANNEXURE - D

PARTICULARS OF EMPLOYEES

(Pursuant to Section 197(12) read with Rules made thereunder)

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median Employee' Remuneration 02.11.2023-31.03.2024	Percentage Increase as compared to Previous Year
1.	Gagan Mittal	Chairman and Managing Director	Remuneration	1.46: 1.00	Not Applicable
2.	Nirmalkumar Mittal	Non-Executive Director	Sitting Fees	0.36 : 1.00	Not Applicable
3.	Rashmi Otavani	Independent Director	Sitting Fees	0.36 : 1.00	Not Applicable
4.	Safal Patel	Independent Director	Sitting Fees	0.36 : 1.00	Not Applicable
5.	Nareshkumar Mistri	Chief Financial Officer	Salary	4.74: 1.00	Not Applicable
6.	Muskan Kashyap	Company Secretary and Compliance Officer	Salary	1.79: 1.00	Not Applicable

- b) **The percentage increase in the median remuneration of employees in the financial year:**

Not Applicable (Since the company was incorporated on November 02, 2023. Thus, the percentage increase was not ascertainable)

- c) **The number of permanent employees on the rolls of the Company : 118**

- d) **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:** Since, the company was incorporated on November 02, 2023. Thus, the percentage increase was not ascertainable in comparison to previous year.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Sd/-
Gagan Nirmalkumar Mittal
Chairman and Managing Director
DIN: 00593377**

**Place: Ahmedabad
Date : September 06, 2024**

FORM NO. AOC –2

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

Form 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 OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

Sr. no.	Particular	Details
a)	Name(s) of the related party and nature of relationship	NIL
b)	Nature of contracts/arrangements/transactions	NIL
c)	Duration of the contracts/arrangements/transactions	NIL
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions	NIL
f)	Date(s) of approval by the board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

TRANSACTION 1:

Sr. no.	Particular	Details
a)	Name(s) of the related party and nature of relationship	United Polyfab Gujarat Limited (Enterprise over which director of the Company have Control)
b)	Nature of contracts / arrangements / transactions	Sales & Purchase
c)	Duration of the contracts/ arrangements /transactions	Yearly
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Contracts or arrangements or transactions are at arm's length basis amounting Rs. 2202.53 (in Lakh)
e)	Date(s) of approval by the board	08.11.2023
f)	Amount paid as advances, if any	NA

**TRANSACTION 2:**

Sr. no.	Particular	Details
a)	Name(s) of the related party and nature of relationship	Vinod Spinners Private Limited (Enterprise over which director of the Company have Control)
b)	Nature of contracts/ arrangements/ transactions	Sales
c)	Duration of the contracts/arrangements /transactions	Yearly
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Contracts or arrangements or transactions are at arm's length basis amounting Rs. 2408.34 (in Lakh)
e)	Date(s) of approval by the board	08.11.2023
f)	Amount paid as advances, if any	NA

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

Sd/-
Gagan Nirmalkumar Mittal
Chairman and Managing Director
DIN: 00593377

Place: Ahmedabad
Date : September 06, 2024

ANNEXURE -F

Details of Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014]

1. CONSERVATION OF ENERGY:**i. The steps taken or impact on conservation of energy**

We prioritize organic, recycled and sustainably sourced material to reduce reliance on non-renewable resources. The company continued its efforts to utilize energy optimally at its manufacturing facilities and office locations. Energy conservation measures adopted across the company have made energy usage more efficient. Our Company produces the Open end cotton yarn with utilization of recycled raw material.

ii. The steps taken by the Company for utilizing alternate sources of energy

The company continues its efforts to utilize alternate sources of energy at plant locations. The company has expanded Solar Ground Mounted PV Power Plants. The company has continued its focus on energy conservation efforts through up gradation of process with new technology imported from Switzerland.

iii. Capital Investment on energy conservation equipment:

The Company has already installed up mounted Solar Plant upto the specified limit for conserving energy.

2. TECHNOLOGY ABSORPTION:-**i. the efforts made towards technology absorption:**

The Company has imported machineries

ii. the benefits derived like product improvement, cost reduction, product development or import substitution**iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**

New technologies imported, allowed the Company to have a strong presence in key benefit segments. The Company has imported foreign technology for the cost reduction and effective production of Open end cotton yarn.

(a) The details of technology imported;- SAURER INTELLIGENT TECHNOLOGY AG (Swiss Textile Machinery imported from Switzerland)

(b) The year of import;: In Financial Year 2023-24

(c) Whether the technology been fully absorbed; The Technology has been utilized at its optimum capacity

(d) If not fully absorbed, areas where absorption – NA

**iv. The expenditure incurred on Research and Development****3. FOREIGN EXCHANGE EARNINGS AND OUTGO (IN RUPEES)**

The company's operations in export obligations are elaborated in the financial statement and in the prospectus of the company placed at website of the company – www.unitedcotfab.com duly submitted to BSE dated June 06, 2024.

Our company has an export obligation. We have imported certain capital goods at concessional duty under various licenses as part of the Export Promotion Capital Goods (EPCG) scheme, through which we have availed duty concession amounting to Rs. 6, 66, 68,154.06 on the purchase of plant & machinery. The Company has foreign outgo of Rs, 2, 24, 84,880 on December 26, 2024 for import of machinery.

Consequently, we are obligated to export products worth US \$ 50, 55,849.62 within a period of 6 years from the date of issue of the Authorization Number specified in the EPCG License.

**For and on behalf of Board of Directors,
United Cotfab Limited**
(Formerly Known as United Cotfab Private Limited)

**Sd/-
Gagan Nirmalkumar Mittal
Chairman and Managing Director
DIN: 00593377**

**Place: Ahmedabad
Date : September 06, 2024**



INDEPENDENT AUDITOR'S REPORT

To the Partners of UNITED COTFAB LLP Report on the Financial Statements

We have audited the accompanying financial statements of **UNITED COTFAB LLP** which comprise the Balance Sheet as at 7th December 2023, the Statement of Profit and Loss for the period ended 7th December 2023, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the LLP in accordance with section 34 of the Limited Liability Partnership Act, 2008 and the accounting principles generally accepted in India, including the Accounting Standards issued by Institute of Chartered Accountants of India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the LLP 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the LLP in preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the LLP has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the LLP's Designated Partner as well as evaluating the overall presentation of the financial statements.

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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the LLP as at 7th December 2023, and its Profit/Loss.

Report on Other Legal and Regulatory Requirements.

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 LLP so far as it appears from our examination of those books.
- c. The Balance Sheet and the Statement of Profit and Loss, 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 Accounting Standards issued by the Institute of Chartered Accountants of India.

**For, Rajiv Shah & Associates
Chartered Accountants
FRN No.: 108454W**

**Place: Ahmedabad
Date: 07/05/2024**

**Sd/-
Rajiv Shah (Partner)
M. No.: 043261
UDIN: 24043261BKECVL2288**



UNITED COTFAB LLP				
<i>(Registered under the Limited Liability Partnership Act, 2008 w.e.f 25.08.2015 with LLPIN:AAE-6337 till 01.11.2023)</i>				
Balance Sheet as on 7th December, 2023				
Particulars		Note No.	As at 7th December, 2023	As at 31st March, 2023
I. EQUITY AND LIABILITIES				
1 Shareholders' funds / Partner's Capital				
a)	Partners' Capital(Fixed)	1	1,00,000	1,00,000
b)	Partners' Capital(Current)	2	4,70,86,540	9,92,56,054
c)	Reserves and surplus		-	-
Total			4,71,86,540	9,93,56,054
2 Non-current liabilities				
a)	Long-term borrowings	3	34,26,70,196	35,08,30,378
b)	Deferred tax liabilities (Net)		-	-
c)	Other Non-Current Liabilities (Gratuity Provision)		2,67,401	-
d)	Long-term provisions		-	-
Total			34,29,37,597	35,08,30,378
3 Current liabilities				
a)	Short-term borrowings	4	6,37,19,662	3,12,87,234
b)	Trade payables	5	15,39,35,258	4,55,94,042
c)	Other current liabilities	6	13,84,15,165	89,86,623
d)	Short term provisions	7	53,13,811	7,17,011
Total			36,13,83,897	8,65,84,909
TOTAL EQUITY AND LIABILITIES			75,15,08,033	53,67,71,342
II. ASSETS				
Non-current assets				
1	a) Property, Plants and Equipments			
	Tangible assets	8.1	40,27,28,818	74,68,261
	Intangible assets		-	-
	Capital work-in-progress	8.2	-	37,25,57,228
	Intangible assets under development			
	b) Non-current investments		-	-
	c) Deferred tax assets (net)		-	-
	d) Long-term loans and advances	9	29,27,304	10,48,890
	e) Other non-current assets	10	2,11,12,279	4,10,87,847
Total			42,67,68,401	42,21,62,226
2 Current assets				
a)	Current investments		-	-
b)	Inventories	11	9,90,25,456	6,48,54,106
c)	Trade receivables	12	20,31,96,749	46,41,494
d)	Cash and cash equivalents	13	1,38,420	1,08,956
e)	Short-term loans and advances	14	1,82,09,951	4,45,54,599
f)	Other current assets	15	41,69,057	4,49,960
Total			32,47,39,632	11,46,09,116
TOTAL ASSETS			75,15,08,033	53,67,71,342

As per our Report of even date
For RAJIV SHAH & ASSOCIATES
Chartered Accountants

For and on behalf of
UNITED COTFAB LLP

Sd/-
Rajiv Shah (Partner)
Membership No. 043261
F.R.N. : 108454W
UDIN: 24043261BKECVL2288
Place : Ahmedabad
Date: 07/05/2024

Sd/-
(Designated Partner)
Gagan Mittal
DIN: 00593377

Sd/-
(Designated Partner)
Nirmal Mittal
DIN:01528758



UNITED COTFAB LLP				
<i>(Registered under the Limited Liability Partnership Act, 2008 w.e.f 25.08.2015 with LLPIN:AAE-6337 till 01.11.2023)</i>				
Statement of Profit and Loss for the period 1st April, 2023 to 7th December, 2023				
Particulars		Note No.	For the Period 1st April to 7th December, 2023	For the Period ended on 31st March, 2023
I.	Revenue from operations	16	75,49,34,610	44,20,470
II.	Other Income	17	15,10,360	19,81,131
III.	Total Revenue (I + II)		75,64,44,970	64,01,601
IV.	Expenses:			
	Cost of Material Consumed	18	65,39,88,377	40,58,334
	Changes in Inventory	19	(6,47,32,533)	-
	Employee benefits expense	20	1,69,46,092	1,61,314
	Finance costs	21	2,24,66,070	2,000
	Depreciation and Amortization Expense	8.1	1,68,11,737	
	Other expenses	22	4,20,33,441	81,835
	Total expenses		68,75,13,185	43,03,483
V.	Profit before exceptional and extraordinary items and tax (III-IV)		6,89,31,785	20,98,119
VI.	Exceptional items			-
VII.	Profit before extraordinary items, appropriation and taxation		6,89,31,785	20,98,119
VIII.	Extraordinary Items			-
IX.	Profit before tax		6,89,31,785	20,98,119
X.	Tax expense:			
	(1) Current tax		9,87,870	7,05,011
	(2) Deffered Tax		-	-
	Total Tax Expenses		9,87,870	7,05,011
XI.	Profit (Loss) for the period from continuing operations (IX-X)		6,79,43,915	13,93,108
XII.	Profit/(loss) from discontinuing operations		-	-
XIII.	Tax expense of discontinuing operations		-	-
XIV.	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV.	Profit (Loss) for the period (XI + XIV)		6,79,43,915	13,93,108

As per our Report of even date
For RAJIV SHAH & ASSOCIATES
Chartered Accountants

For and on behalf of
UNITED COTFAB LLP

Sd/-
Rajiv Shah (Partner)
Membership No. 043261
F.R.N. : 108454W
UDIN: 24043261BKECVL2288
Place : Ahmedabad
Date: 07/05/2024

Sd/-
(Designated Partner)
Gagan Mittal
DIN: 00593377

Sd/-
(Designated Partner)
Nirmal Mittal
DIN:01528758

Notes to accounts:**Note 1: Partner Capital Account**

Particular	Share Of Profit Ratio (%)	As at 7th December, 2023	As at 31st March, 2023
Shri Gagan N Mittal	50	50,000	50,000
Shri Nirmal M Mittal	50	50,000	50,000
Total	100	1,00,000	1,00,000

Note 2: Partner Current Account**As on 07.12.2023**

Particular	Share of Profit Ratio (%)	Opening Balance	Additions	Transfer (in the scheme of Conversion) **	Interest	Withdrawal	Net profit	Closing Balance
Shri Gagan N Mittal	50	5,99,06,181	1,00,000	6,00,75,000	12,42,941	34,00,000	3,39,71,957	3,17,46,079
Shri Nirmal M Mittal	50	3,93,49,874	50,00,000	6,00,75,000	8,93,630	38,00,000	3,39,71,957	1,53,40,461
Total	100	9,92,56,054	51,00,000	12,01,50,000	21,36,571	72,00,000	6,79,43,915	4,70,86,540

Note 2.1: The LLP was converted into company and the designated partners of the LLP were allotted shares in the new company ("United Cotfab Limited") in the scheme of conversion.

Note 3: Long Term Borrowing

Particulars	As at 7th December, 2023	As at 31, March 2023
<u>Secured Loan:</u>		
HDFC Bank Term Loan	27,74,89,737	27,70,73,958
HDFC Bank Vehicle Loan (Hypothecation of Vehicle)	33,03,633	-
Less: Current Maturity	(2,95,20,201)	-
Total	25,12,73,170	27,70,73,958
<u>Unsecured Loan:</u>		
Loan from Corporate Body		
Amay Spincot Pvt Ltd	6,29,67,000	6,51,67,000
Amaysha Textile Pvt Ltd	1,95,00,000	-
Loan form Related party		
Mrs. Shilpa Gagan Mittal	9,66,033	9,28,000



Gagan Mittal HUF	76,83,968	73,81,450
Mrs. Urmila N. Mittal	2,80,025	2,69,000
Loan from Others	-	10,970
Total	34,26,70,196	35,08,30,378

Note 3.1 Terms of Repayment

Nature of Security	Name of the Facility	Terms of Repayment
Primary Security: Plant and Machinery, Book Debts, Stock, Industrial Factory Shade, DSRA FD, Margin FD. Collateral Security: 1. Industrial Property Shade Survey No. 583/2, Miroli, Daskroi, Ahmedabad-382225 2. Residential Property Plot No. 202, Akshat Co-operative Society, Shela, Ahmedabad-380058. Vraj Residency, Vraj Garden, Near Shanti Asiatic School, Bopal, Ahmedabad-380058 3. Industrial Property Block No. 191, Timba, Daskroi, Ahmedabad-382433.	Term Loan I (From HDFC Bank)	Sanctioned Limit: Rs. 27,50,00,000 ROI: 9.16 % Tenor: 9 Years
	Term Loan II (From HDFC Bank)	Sanctioned Limit: Rs. 3,15,00,000 ROI: 9.16 % Tenor: 8 Years

Note 4: Short term borrowings

Particulars	As at 7th December, 2023	As at 31, March 2023
Current Maturities of Long-Term Borrowing	2,95,20,201	-
Secured Borrowing		
HDFC Bank Ltd. CC	3,41,99,461	3,12,87,234
Total	6,37,19,662	3,12,87,234

Security of Cash Credit Limit is same as note 4.1. ROI is 9.09 %

Note 5: Trade Payable

Particulars	As at 7th December, 2023	As at 31, March 2023
Creditors for Raw Material	15,39,35,258	4,55,94,042
Total	15,39,35,258	4,55,94,042

Note 6: Other current liabilities

Particulars	As at 7th December, 2023	As at 31, March 2023
Outstanding Expenses		
Creditor For Expense	54,32,706	16,06,124
Creditors For Packing Material	64,56,970	5,79,026
Creditor for Capital Goods	44,76,794	57,86,810
Salary/Wages	18,72,833	8,60,341
Payable to United Cotfab Limited (In the scheme of Conversion)	12,01,50,000	-
Outstanding Statutory Dues		
TDS Payable	25,863	1,54,322
Total	13,84,15,165	89,86,623

Note 7: Short Term Provisions

Particulars	As at 7th December, 2023	As at 31, March 2023
Provision for Expense	43,25,516	12,000
Provision for Gratuity	425	-
Income Tax Provision	9,87,870	7,05,011
Total	53,13,811	7,17,011

**NOTE 8 is annexed after Note 15

Note 9: Long-Term Loans and Advances

Particulars	As at 7th December, 2023	As at 31, March 2023
Advance for Capital Goods	29,27,304	8,30,382
UGVCL Deposit	-	2,18,508
Total	29,27,304	10,48,890

Note 10: Other Non-Current assets

Particulars	As at 7th December, 2023	As at 31, March 2023
Pre-Operative Expense	-	1,97,67,295
Bank Balance		
Fixed Deposit (Against Bank Guarantee for UGVCL)	20,52,279	20,52,279
Fixed Deposit (Against DSRA)	1,00,00,000	1,02,08,273
Fixed Deposit (Against Bank Guarantee for Customs)	76,60,000	75,50,000
Fixed Deposit (Against Bank Guarantee for Saurer)	14,00,000	15,10,000
Total	2,11,12,279	4,10,87,847

**Note 11: Inventories**

Particulars	As at 7th December, 2023	As at 31, March 2023
Raw Material (Cotton)	3,19,94,267	6,43,66,306
Finished Goods (Yarn)	4,01,08,828	-
Packing Material	22,09,656	4,87,800
Stores and Spares	89,000	-
Work-in-Process	2,37,96,930	-
By-Product (Cotton Waste)	8,26,775	-
Total	9,90,25,456	6,48,54,106

Note 12: Trade Receivables

Particulars	As at 7th December, 2023	As at 31, March 2023
Sundry Debtors	20,31,96,749	46,41,494
Total	20,31,96,749	46,41,494

Note 13: Cash & Cash Equivalents

Particulars	As at 7th December, 2023	As at 31, March 2023
Cash	1,38,420	1,08,956
Total	1,38,420	1,08,956

Note 14: Short Term Loans and Advance

Particulars	As at 7th December, 2023	As at 31, March 2023
Balance with Revenue Authorities		
GST	1,74,50,482	4,43,37,366
TDS/TCS	7,29,469	2,17,233
Staff Advances	30,000	-
Total	1,82,09,951	4,45,54,599

Note 15 : Other current assets

Particulars	As at 7th December, 2023	As at 31, March 2023
Interest accrued but not due	13,11,672	2,71,921
Prepaid Expense	8,78,885	1,78,039
Deffered Conversion Expenses	19,78,500	-
Total	41,69,057	4,49,960



Note 8.1: Tangible Assets

Note 8.1: Tangible Assets As on 07.12.2023											
Sr. No.	Particulars	Gross Block					Depreciation			Net Block as at 07.12.2023	Net Block as on 31.03.2023
		Opening Balance	Additions as on Put to Use	Addition	Sold/ Transfer	Gross Block	Opening Balance	Addition	Closing Balance		
1	Timba Land	53,92,250	-	-	-	53,92,250	-	-	-	53,92,250	53,92,250
2	Factory Building	-	4,10,10,807	6,51,778	-	4,16,62,586	-	8,41,444	8,41,444	4,08,21,141	-
3	Plant and Machinery	-	32,02,52,616	64,90,576	-	32,67,43,192	-	1,32,44,059	1,32,44,059	31,34,99,133	-
4	Electrical Installation	-	3,69,68,459	32,08,730	-	4,01,77,189	-	23,27,580	23,27,580	3,78,49,609	-
5	Factory Equipments	9,36,820	-	4,28,880	-	13,65,700	-	78,332	78,332	12,87,368	9,36,820
6	Vehicles	-	-	30,17,614	-	30,17,614	-	2,10,098	2,10,098	28,07,516	-
7	Office Equipments										
	Air Conditioner	1,37,844	-	-	-	1,37,844	-	16,933	16,933	1,20,911	1,37,844
	Computers	2,03,862	-	-	-	2,03,862	-	41,740	41,740	1,62,122	2,03,862
	Furniture and Fixtures	7,97,485	-	42,834	-	8,40,319	-	51,551	51,551	7,88,768	7,97,485
	Total	74,68,261	39,82,31,882	1,38,40,412	-	41,95,40,555	-	1,68,11,737	1,68,11,737	40,27,28,818	74,68,261

Note 8.2: Capital Work-in-Progress

Sr. No.	Particulars	Opening Balance	Addition	Transfer	Closing Balance
1	Factory Building	4,10,10,807		4,10,10,807	-
2	Plant and Machinery	29,99,73,694	416380	30,03,90,074	-
3	Electrical Installation	3,15,72,727	3106518	3,46,79,245	-
	Total	37,25,57,228	35,22,898	37,60,80,126	-

**Note: 16 Revenue From Operation**

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Sale of Cotton Yarn	72,29,90,730	-
Sale of Cotton Waste	3,19,43,880	-
Sale of Cotton	-	44,20,470
Total	75,49,34,610	44,20,470

Note: 17 Other Income

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Insurance Claim Received	6,04,829	-
Interest on FD	8,61,940	17,38,344
Interest on Late Payment	43,591	2,42,787
Total	15,10,360	19,81,131

Note: 18 Cost of Material Consumed

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Opening Stock		
Cotton	6,43,66,306	-
Packing Material	4,87,800	-
Total	6,48,54,106	-
Purchase of Raw Material		
Cotton	61,40,05,930	6,84,24,640
Packing Material	93,32,264	4,87,800
Total	62,33,38,194	6,89,12,440
(-) Closing Stock		
Cotton	(3,19,94,267)	(6,43,66,306)
Packing Material	(22,09,656)	(4,87,800)
Total	(3,42,03,923)	(6,48,54,106)
Total	65,39,88,377	40,58,334

Note: 19 Change in Inventory

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Opening Stock of:		
Finished Goods	-	-
Work-in-Progress	-	-
Waste/By-Product	-	-
Total	-	-



Closing Inventory of:		
Finished Goods	4,01,08,828	-
Work-in-Progress	2,37,96,930	-
Waste/By-Product	8,26,775	-
	6,47,32,533	-
Total	(6,47,32,533)	-

Note: 20 Employee benefit expense

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Salary and Wages	1,34,57,877	-
Staff Welfare Charges	4,75,997	-
Labour Charges	27,44,392	1,61,314
Gratuity Expenses	2,67,826	-
Total	1,69,46,092	1,61,314

Note: 21 Finance Cost

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Interest Expense		
Interest on Cash Credit	26,50,021	-
Interest on Term Loan	1,63,07,017	-
Interest on Partners Capital	20,16,339	-
Interest on Unsecured Loan	3,51,576	-
Bank Charges & Commission	11,41,117	2,000
Total	2,24,66,070	2,000

Note: 22 Other Expenses

Particulars	From 1st April, 2023 to 7th December, 2023	For the year ended 31st March, 2023
Operating Expense		
Consumption of Stores and Spares	3,08,780	-
Power Expenses	3,73,52,373	-
Freight Inwards	14,95,352	-
Water Expense	19,240	-
Repairs and Maintenance - Factory	1,51,204	-
Loading and Unloading Expenses	1,89,059	-
Total	3,95,16,008	-
Administrative Expense		
Audit Fees	90,000	10,000
Interest on Late Payment of TDS	1,078	396
Certificate Expenses	86,083	-



Conveyance & Petrol Expense.	1,48,648	5,900
Insurance Premium	2,53,780	28,260
Internet Expense	-	6,600
Legal & Professional Charges	11,99,050	28,460
Late Fee on GST	100	-
Misc Expense	27,923	19
Printing and Stationery Expenses	31,912	2,200
Total	18,38,574	81,835
Selling and Distribution Expense		
Freight Outwards	5,99,774	-
Commission and Brokerage on Sale	60,081	-
Repairs and Maintenance - Vehicle	19,004	-
Total	6,78,859	-
TOTAL	4,20,33,441	81,835

Note 23: Related Party Transaction

Name of Party	Nature of Transaction	Amount of Transaction
United Polyfab Gujarat Limited	Sales	5,98,70,166
	Purchase of Raw Material	36,71,87,480
Vinod Spinners Private Limited	Sales	28,73,78,005
United Polyfab Private Limited	Sales	11,59,870
	Rent	2,000
United Techfab Private Limited	Reimbursement taken	50,00,000
Vishan International LLP	Sales	1,76,02,533
Vinod Cotfab Private Limited	Sales	91,05,185
Vinod Textile Mills (Proprietorship)	Purchase	56,22,080
Gagan Nirmal Mittal	Interest	12,42,660
Shilpa Gagan Mittal	Interest on Unsecured Loan	38,000
Urmila Nirmal Mittal	Interest on Unsecured Loan	11,000
Gagan Nirmal Mittal HUF	Interest on Unsecured Loan	3,03,000
Nirmal Mangalchand Mittal	Interest	8,94,018



UNITED COTFAB LLP

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 7TH DECEMBER, 2023

FIRM'S OVERVIEW:

We have audited the accompanying financial statements of **UNITED COTFAB LLP** which comprise the Balance Sheet as at 7th December 2023, the Statement of Profit and Loss for the period ended 7th December 2023, and a summary of significant accounting policies and other explanatory information.

United Cotfab LLP is a Limited Liability Partnership Firm domiciled in India and incorporated under the provisions of the Limited Liability Partnership Act, 2008. The LLP is engaged in manufacturing and selling of Cotton and Cotton Fabrics. The LLP was converted into company named United Cotfab Private Limited on 2/11/2023 vide filing of the form URC-1. Although due to operational procedure in availing of GST Number, business operations were continued till 7/12/2023. There was no business continued in United Cotfab LLP after 7/12/2023.

(A) Summary of Significant Accounting Policies

I. Basis of Preparation of Financial Statements

These financial statements of the LLP have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) and Historical Cost Convention on an accrual basis. The LLP has prepared these financial statements to comply in all material respects with provisions stated under section 34 of the Limited Liability Corporation Act, 2008. The accounting policies adopted in the preparation of Financial Statements are consistent with those used in the previous year.

II. Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Policies requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, Revenues and Expenses. Such estimation and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of the financial statements. Difference between the actual results and estimates are recognized in the period in which the results are known materialized.

III. Investments

Investments are classified as Long Term. Long Term Investments are valued at cost less provision for diminution other than temporary, in value, if any.

IV. Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered but during current financial year such expenses are considered as pre-operative expense.

(a) Defined Contribution Plans

During the year, the company has not recognized any defined contribution expense.

Particulars	For the year ended 7 th December, 2023
Contribution to Provident Fund	The LLP does not comply to provisions of Provident Fund and miscellaneous Provisions Act, 1952 and does not deduct and deposit any amount as per provision.



Contribution to Employee State Insurance Corporation	The LLP is not liable to contribute to ESIC as per Employee State Insurance Act, 1948 under section 1(3) in the state of Gujarat, as the manufacturing unit is located in Timba, Daskroi.
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(b) Defined Benefit Plans**GRATUITY**

Particulars	As on 7th December, 2023
Defined Benefit Obligation as at the beginning of the year	-
Current Service Cost	2,67,826
Interest Cost	-
Past Service Cost	-
Benefit Paid	-
Actuarial (Gain)/Loss on Obligations	-
Defined Benefit Obligation as at the end of the year	2,67,826

While measurement of Gratuity Amount to be recognized in profit and loss statement, the company has the following criteria

Method of Valuation	Projected United Cost Method
Attrition Rate	5 % p.a.
Salary Escalation Rate	8 % p.a.

V. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are capitalized to the assets to the extent of amount of borrowing taken for such assets and remaining borrowing costs are considered as preoperative expense.

VI. Revenue Recognition.

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Turnover includes sale of goods net of GST. No adjustment in turnover is done for discounts (net), Value Added Tax (VAT) and gain / loss on corresponding hedge contracts. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

VII. Taxation

Income tax expenses comprise current tax and Deferred Tax, Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year.

VIII. Provisions and Contingencies

Provisions: Provisions are recognized when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent Liabilities : Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within control of the LLP or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made is termed as a contingent liability.

(Rs. in Lakhs)

Nature of Contingent Liability	Value of Bank Guarantee	Validity
Bank Guarantee (UGVCL)	82.09	12/01/2026
Bank Guarantee (Customs and DGFT)	53.50	21/09/2030
Bank Guarantee (Customs and DGFT)	14.00	11/09/2028
Bank Guarantee (Customs and DGFT)	22.00	03/10/2028
Duty Saved (Through EPCG License)	354.95	21/09/2028
Duty Saved (Through EPCG License)	6.72	04/10/2028
Duty Saved (Through EPCG License)	238.44	09/09/2028

IX. Tangible Fixed Assets and Capital Work In Progress

Capital Work In progresses stated at cost less impairment losses if any, cost comprises of expenditures incurred in respect of capital projects under development and includes any attributable/allocable cost and other incidental expenses.

X. Goods and Service Tax:

GST payable is accounted net off i.e. TAX payable on finished goods less TAX paid on inputs.

XI. Valuation of Inventory :

- (1) Raw Materials: At purchase cost (FIFO Basis).
- (2) Finished Goods: At net Realizable Value
- (3) Work-in-Progress: At cost + proportionate conversion cost
- (4) Stores and Spares: Average Cost

The inventories are as valued, verified and certified by the Partners of the LLP

XII. Impairment of Tangible Assets:

There is no impairment in the values of assets of LLP during the year as carrying amount of assets of LLP does not exceed recoverable amount.

XIII. Provisions:

A provision is recognized when the LLP has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reasonable estimate can be made of the amount of the obligation.

XIV. Event Occurring after Balance sheet Date:

As per information and explanations provided by the management of the LLP, there are no contingent liabilities as on the balance sheet date and no events occurred after the balance sheet date.

**XV. Government Grants:**

Grants and subsidies from the government (if any) are recognized when there is reasonable assurance that (i) the LLP will comply with the conditions attached to them, and (ii) the grant / subsidy will actually receive.

(B) ADDITIONAL NOTES ON ACCOUNTS AND DISCLOSURE:

- i. The figures of previous year is regrouped and rearranged wherever necessary so as to make them comparable.
- ii. The LLP has not received any intimation from 'suppliers' regarding the status under the Micro, Small and Medium Enterprises Development Act 2006 and hence , disclosures if any relating to amounts paid as at year end together with interest paid / payable as required under the said Act have not been given.
- iii. The LLP does not have the practice to call for balance confirmation in respect of loans, advances, deposits, trade debtors, trade creditors etc. and hence the same are shown as per the books of account and are subject to reconciliation and confirmation.
- iv. In the opinion of the Partners, current assets and loans & advances are approximately of the value stated, if realized in ordinary course of business except unless stated otherwise.
- v. Wherever no vouchers and documentary evidences were made available for our verification, we have relied the authentication given by the management of the LLP.
- vi. Notes are annexed to and forming integral part of the Balance sheet.

For, Rajiv Shah & Associates
Chartered Accountants
FRN No.: 108454W

Sd/-
Rajiv Shah(Partner)
M. No.: 043261

UDIN: 24043261BKECVL2288

Place: Ahmedabad
Date: 07/05/2024



INDEPENDENT AUDITOR'S REPORT

To the Members of UNITED COTFAB LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **UNITED COTFAB LIMITED** which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the statement of Cash Flows and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the

accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as amended, 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.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. 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 does not have any pending litigations which would impact its financial position.
 - 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, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of

funds) by the company to or in any other person(s) or entity(ies), 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 it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- v. The company has not declared any dividend during the year as per section 123 of the Companies Act, 2013.
- vi. The company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For and on behalf of
Rajiv Shah & Associates
Chartered Accountants
Sd/-**

**Rajiv C Shah (Partner)
M. No.: 043261
FRN No.: 108454W
UDIN: 24043261BKECVK1827**

**Place: Ahmedabad
Date: 07/05/2024**

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2024:

- 1)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plants and Equipments;
 - b) The Property Plant and Equipments have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - c) According to information and explanation given to us and on the basis of our examination of the record of the company, the title deeds of immovable properties are held in the name of the company.
 - d) The company has not revalued all its Property, Plant and Equipment (including Leasehold assets) through registered valuer.
 - e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, thus reporting under clause 3(i) (e).
- 2)
 - a) The management has conducted the physical verification of inventory at reasonable intervals. According to information and explanation given to us and audit procedures conducted by us, the procedure of such verification by the management is appropriate and effect of inventory is properly dealt in the books of accounts.
 - b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets, The company has regularly filed quarterly statements with such bank. In accordance with Note 24 of the financial statements, prepared in accordance with Schedule III of the Companies Act, 2013 and rules amended there under, there are no material discrepancy noticed in such submissions.
- 3) According to information and explanation given to us, the Company has, 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. Hence reporting under clause 3(i)(a) to 3(ii)(f) is not applicable.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities.
- 5) In our opinion and according to the information and explanation provided to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the



Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- 6) According to the information and explanation provided to us, the company is not required to maintain the Cost Records pursuant to rules made by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7)
- a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess or GST and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for a period of more than six months from the date on which they become payable.
 - b. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax or GST as at March 31, 2024.
- 8) According to the information and explanations given to us, the Company has not entered into any transactions not recorded in the books of account, which need to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company
- (a) Has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender.
 - (c) the term loans were applied for the purpose for which the loans were obtained
 - (d) funds raised on short term basis have not been utilized for long term purposes,
 - (e) the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
 - (f) the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
- 10)
- a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments.
 - b) On the basis of information and explanations given by the management, the company has not made any preferential allotment or private placement of convertible debentures (fully, partially or optionally convertible) during the year. Although company had done a right issue of shares as per note 1.2(ii) of the financial statements, during the year, through conversion of existing loans of the shareholders/promoters. On the basis of information and explanations

given by the management, the issue has been compliant with section 62(1) of the Companies Act, 2013 and rules amended there under.

- 11) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year. On general examination of records of the company, we have not received any whistle blower complaints of the company.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.

(b) Based on the records of the company, provision of section 138 of Companies Act are not applicable to the company where the company needs to carry out internal audit as per Company Rules, 2014. Thus reporting under clause 3(xiv)(b) is not applicable.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.
- 17) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 18) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any cash loss during the year.
- 19) There has been no resignation of the auditor during the year.
- 20) Based upon the audit procedures performed and the information and explanations given by the management, Financial Ratios along with detailed working as on the date of balance sheet is provided on notes of the financial statement issued by the management of the company is found satisfactorily. Further ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, have been verified by us and we report that no material uncertainty exists as on the date of the audit report that company is 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. Although we do not provide any guarantee for realization of liabilities.



21) In our opinion and according to the information and explanation provided to us, as per section 135 of the companies act, 2013, the company need not make any contribution to Corporate Social Responsibility and thus reporting under clause 3(xxi) is not applicable.

In our opinion and according to the information and explanation provided to us, there are no any adverse comments as per the Companies (Auditor's Report) Order, 2020.

**For and on behalf of
Rajiv Shah & Associates
Chartered Accountants
Sd/-**

**Rajiv C Shah (Partner)
M. No.: 043261
FRN No.: 108454W
UDIN: 24043261BKECVK1827**

**Place: Ahmedabad
Date: 07/05/2024**

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of UNITED COTFAB LIMITED as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based 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 Control over Financial Reporting issued by the “Institute of Chartered Accountants of India”. 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 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.

Opinion

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, 2024, based 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.

**For and on behalf of
Rajiv Shah & Associates
Chartered Accountants
Sd/-**

**Rajiv C Shah (Partner)
M. No.: 043261
FRN No.: 108454W
UDIN: 24043261BKECVK1827**

**Place: Ahmedabad
Date: 07/05/2024**



UNITED COTFAB LIMITED

CIN: U13111GJ2023PLC145961

(Converted from United Cotfab LLP & Formerly Known as United Cotfab Private Limited)

Balance Sheet as on 31 March 2024

(Rs. in Lakhs)

Particulars		Note No.	As at 31st March, 2024
I.	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	1	1,200.60
	(b) Reserves and surplus	2	188.10
	Total		1,388.70
2	Non-current liabilities		
	(a) Long-term borrowings	3	3,999.90
	(b) Deferred tax liabilities (Net)		291.07
	(c) Other Non-Current Liabilities		
	(d) Long-term provisions (Provision for Gratuity)		2.93
	Total		4,293.90
3	Current liabilities		
	(a) Short-term borrowings	4	751.10
	(b) Trade payables	5	1,369.60
	(c) Other current liabilities	6	218.93
	(d) Short term provisions	7	146.24
	Total		2,485.86
	Total Equity And Liabilities		8,168.46
II.	ASSETS		
	Non-current assets		
1	(a) Property, Plants and Equipments		
	Tangible assets	8	4,461.01
	Intangible assets		
	Capital work-in-progress		
	Intangible assets under development		
	(b) Non-current investments		
	(c) Deferred tax assets (net)		
	(d) Long-term loans and advances	9	3.36
	(e) Other non-current assets	10	253.41
	Total		4,717.78
2	Current assets		
	(a) Current investments		
	(b) Inventories	11	1,389.89
	(c) Trade receivables	12	1,779.88
	(d) Cash and cash equivalents	13	0.07
	(e) Short-term loans and advances	14	260.10
	(f) Other current assets	15	20.74
	Total		3,450.68
	Total Assets		8,168.46

As per our Report of even date
For RAJIV SHAH & ASSOCIATES
Chartered Accountants
Sd/-
Rajiv Shah (Partner)
Membership No. 043261
F.R.N. : 108454W
UDIN: 24043261BKECVK1827
Place : Ahmedabad
Date: 07/05/2024

Sd/-
Gagan N. Mittal
Director
DIN: 00593377
Sd/-
Muskan Kashyap
Company Secretary
(M.No.: A72817)

For and on behalf of the Board
UNITED COTFAB LIMITED
Sd/-
Nirmal M. Mittal
Director
DIN:01528758
Sd/-
Nareshkumar Mistri
CFO



UNITED COTFAB LIMITED

CIN: U13111GJ2023PLC145961

(Converted from United Cotfab LLP & Formerly Known as United Cotfab Private Limited)

STATEMENT OF PROFIT AND LOSS

For the Period 2nd November, 2023 to 31st March, 2024

(Rs. in Lakhs)

Particulars		Note No.	For the Period 2nd November, 2023 to 31st March, 2024
I.	Revenue from operations	16	3,980.07
II.	Other Income	17	8.23
III.	Total Revenue (I + II)		3,988.30
IV.	Expenses:		
	Cost of Material Consumed	18	3,072.28
	Changes in Inventory	19	(127.92)
	Employee benefits expense	20	77.25
	Finance costs	21	111.98
	Depreciation and Amortization Expense	8.1	84.17
	Other expenses	22	257.70
	Total expenses		3,475.45
V.	Profit before exceptional and extraordinary items and tax (III-IV)		512.84
VI.	Exceptional items		
VII.	Profit before extraordinary items, appropriation and taxation		512.84
VIII.	Extraordinary Items		
IX.	Profit before tax		
X.	Tax expense:		
	(1) Current tax	23	34.57
	(2) Deferred Tax		291.07
	Total Tax Expenses		325.64
XI.	Profit (Loss) for the period from continuing operations (IX-X)		187.20
XII.	Profit/(loss) from discontinuing operations		-
XIII.	Tax expense of discontinuing operations		-
XIV.	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-
XV.	Profit (Loss) for the period (XI + XIV)		187.20
	Earnings Per Share (Face Value Rs. 10)		
	Basic		1.56
	Diluted		1.56

As per our Report of even date	For and on behalf of the Board	
For RAJIV SHAH & ASSOCIATES	UNITED COTFAB LIMITED	
Chartered Accountants	Sd/-	Sd/-
	Gagan N. Mittal	Nirmal M. Mittal
Sd/-	Director	Director
Rajiv Shah (Partner)	DIN: 00593377	DIN:01528758
Membership No. 043261		
F.R.N.: 108454W		
UDIN: 24043261BKECVK1827	Sd/-	Sd/-
Place: Ahmedabad	Muskan Kashyap	Nareshkumar Mistri
Date: 07/05/2024	Company Secretary	CFO
	(M. No.: A72817)	



UNITED COTFAB LIMITED

CIN: U13111GJ2023PLC145961

(Converted from United Cotfab LLP & Formerly Known as United Cotfab Private Limited)

Cash Flow Statement as on 31st March, 2024

(Rs. in Lakhs)

Particulars	For the year ended 31.03.2024
Cash flow from operating activities:	
Profit/(Loss) before tax	512.84
Adjustments for non-cash and non-operating expenses:	
Depreciation	84.17
Provision for Gratuity	0.26
Interest and finance expenses	111.98
Operating profit before working capital changes	709.24
Movement in working capital:	
Increase/(decrease) in trade Payable	(169.76)
Increase/(decrease) in short-term provisions	103.18
Increase/(decrease) in other current liabilities	36.27
(Increase)/decrease in trade receivables	252.09
(Increase)/decrease in Short-term Loans and Advances	(78.00)
(Increase)/decrease in inventories	(543.48)
(Increase)/decrease in other current assets	20.95
(Increase)/decrease in other non-current assets	(42.29)
Cash generated from/(used in) operations	288.21
Direct taxes paid	(34.57)
Net cash flow from/ (used in) operating activities	253.64
Cash flow from investing activities:	
Purchase of fixed assets (including intangible, (WIP & Advances)	(517.89)
(Increase)/decrease in long-term loans and advances	25.91
Net cash flow from/ (used in) investing activities	(491.97)
Cash flow from financing activities:	
Proceeds from issue of Shares/Capital	-
Proceeds/(Redemption) of Long-Term borrowings	235.10
Proceeds/(Redemption) from short-term borrowings	113.90
Interest paid	(111.98)
Net cash flow from/(used in) financing activities	237.02
Net increase/(decrease) in cash & cash equivalents (A)+(B)+(C)	(1.31)
Cash and cash equivalents at the beginning of the year	1.38
Cash and cash equivalents at the end of the year	0.07
Summary of significant accounting policies (note 2)	
Cash & Cash Equivalent	0.07
Bank Balance with Scheduled Bank	
	0.07

As per our Report of even date
For RAJIV SHAH & ASSOCIATES
Chartered Accountants

Sd/-
Rajiv Shah (Partner)
Membership No. 043261
F.R.N.: 108454W
UDIN: 24043261BKECVK1827
Place: Ahmedabad
Date: 07/05/2024

Sd/-
Gagan N. Mittal
Director
DIN: 00593377

Sd/-
Muskan Kashyap
Company Secretary
(M. No.: A72817)

For and on behalf of the Board
UNITED COTFAB LIMITED

Sd/-
Nirmal M. Mittal
Director
DIN:01528758

Sd/-
Nareshkumar Mistri
CFO

(Rs. In Lakhs)



Notes to Accounts:

Note 1: Share capital

Particulars	As at 31st March, 2024	
	Number of shares	In Rs.
(a) Authorised Share Capital:		
Equity shares of Rs.10/- each having equal voting rights	1,80,00,000	1,800.00
	1,80,00,000	1,800.00
(b) Issued, Subscribed and fully paid-up Share Capital:		
Equity shares of Rs.10/- each having equal voting rights	1,20,06,000	1,200.60
Total	1,20,06,000	1,200.60

1.1 (i) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2024	% holding in that class of shares
Equity shares with voting rights		
Gagan Mittal	60,02,995	49.99%
Nirmal Mittal	60,03,000	50.00%
Total	1,20,05,995	99.99%

1.2 Reconciliation of Number of Shares Outstanding

a) Reconciliation of equity shares		
Particulars	As at 31st March, 2024	
	Number	Amount
Shares outstanding at the beginning of the year	-	-
Shares Issued during the year (for cash consideration)	-	-
Shares Issued during the year (for consideration other than cash)	1,20,06,000.00	1,200.60
Shares bought back during the year	-	-
Shares outstanding at the end of the year	1,20,06,000	1,200.60

- i. The company was incorporated by issuance of 10,000 equity shares of Rs. 10 each on 02/11/2023 to its promoter directors by conversion of their unsecured loan amount. (Read with Note 1.7)
- ii. The company had issued right issue shares vide board resolution dated 28/11/2023 on basis of equity shares held as on 24/11/2023 in the ratio 1715:10 at premium of Rs. 60 per equity share (have face value Rs. 10), aggregating the amount to Rs. 12,00,50,000, in pursuance with section 62 of the companies Act, 2013.
- iii. The Company had issued bonus shares vide EGM dated 02/12/2023, in the ratio of 149 equity shares for 25 equity shares held as on 01/12/2023, out of security premium reserve, aggregating the amount to Rs. 10,28,10,000, in pursuance with section 63 of the Companies Act, 2013



1.3 Voting Rights Shares Attached to Equity Shares

(i) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts.

1.4

The Company was originally incorporated as UNITED COTFAB LLP as a limited liability partnership under the provisions of the Limited Liability Partnership Act, 2008 vide Certificate of Incorporation dated August 25, 2015, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, UNITED COTFAB LLP was converted from a limited liability partnership to a private limited company under Part I chapter XXI of the Companies Act, 2013, pursuant to a resolution passed in the Partners Meeting of the LLP dated September 15, 2023 and consequently, the name of the company was changed to UNITED COTFAB PRIVATE LIMITED. A fresh certificate of incorporation dated November 02, 2023 was issued to the company by the Registrar of Companies, Central Registration Centre. Further, UNITED COTFAB PRIVATE LIMITED was converted from a private limited company to a public limited company pursuant to a resolution passed in the Extra-Ordinary General Meeting of the company dated December 04, 2023 and consequently, the name of the company was changed to UNITED COTFAB LIMITED. A fresh certificate of incorporation dated December 14, 2023 was issued to the company by the Registrar of Companies, Ahmedabad.

Note 2: Reserves and surplus

Particulars	As at 31st March, 2024
(a) Share Premium	
Opening balance	
Add: During the year (Right Issue)	1,029.00
Less: Utilized in issue of bonus shares	1,028.10
Closing Balance	0.90
(b) Surplus in Statement of Profit and Loss	
Opening balance	
Add: Profit for the year	187.20
Closing Balance	187.20
Total	188.10

Note 3: Long Term Borrowing

Particulars	As at 31st March, 2024
<u>Secured Loan:</u>	
HDFC Bank Term Loan	3,083.70
HDFC Bank Vehicle Loan (Hypothecation of Vehicle)	50.43
Less: Current Maturity	326.35
Total	2,807.78
<u>Unsecured Loan:</u>	
Loan from Corporate Body	
Amay Spincot Pvt Ltd	360.06
Amaysha Textile Pvt Ltd	364.60
Loan form Related party	
Mrs. Shilpa Gagan Mittal	9.66
Gagan Mittal HUF	48.80



Mr. Nirmal M. Mittal	85.64
Mrs. Urmila N. Mittal	2.80
Mr. Gagan N. Mittal	320.55
Loan from Others	-
Total	3,999.90

3.1 Terms of Repayment

Nature of Security	Name of the Facility	Terms of Repayment
Primary Security: Plant and Machinery, Book Debts, Stock, Industrial Factory Shade, DSRA FD, Margin FD.	Term Loan I (From HDFC Bank)	Sanctioned Limit: Rs. 27,50,00,000 ROI: 9.25 % Tenor: 9 Years
Collateral Security: 1. Industrial Property Shade Survey No. 583/2, Miroli, Daskroi, Ahmedabad-382225 2. Residential Property Plot No. 202, Akshat Co-operative Society, Shela, Ahmedabad-380058. Vraj Residency, Vraj Garden, Near Shanti Asiatic School, Bopal, Ahmedabad-380058	Term Loan II (From HDFC Bank)	Sanctioned Limit: Rs. 3,15,00,000 ROI: 9.26 % Tenor: 8 Years
3. Industrial Property Block No. 191, Timba, Daskroi, Ahmedabad-382433.	Term Loan III (From HDFC Bank)	Sanctioned Limit: Rs. 5,00,00,000 ROI: 9.06 % Tenor: 5 Years

Note 4: Short term borrowings

Particulars	As at 31st March, 2024
Current Maturities of Long-Term Borrowing	326.35
<u>Secured Borrowing</u>	-
HDFC Bank Ltd. CC	377.52
HDFC Bank Current A/C	47.22
Total	751.10

Security of Cash Credit Limit is same as note 4.1. ROI is 9.09 %

Note 5 : Trade Payables

Particulars	As at 31st March, 2024
Creditors for Raw Material	1,346.81
Creditors for Packing Material	22.79
Total	1,369.60



5.2 Ageing of Trade Payables

Particulars (Outstanding from due date of payment/from date of transaction)	As at 31st March, 2024
(i) MSME	
Less than 1 year	-
1-2 year	-
2-3 year	-
More than 3 year	-
(ii) Others	
Less than 1 year	1,369.60
1-2 year	-
2-3 year	-
More than 3 years	-
(iii) Disputed dues -MSME	
Less than 1 year	-
1-2 year	-
2-3 year	-
More than 3 years	-
(iv) Disputed dues -Others	
Less than 1 year	-
1-2 year	-
2-3 year	-
More than 3 years	-
(v) Accruals	
Less than 1 year	-
1-2 year	-
2-3 year	-
More than 3 years	-

Note 6: Other current liabilities

Particulars	As at 31st March, 2024
Outstanding Expenses	
Creditor For Expense	84.85
Creditors For Packing Material	
Creditor for Capital Goods	110.96
Salary/Wages	19.78
Outstanding Statutory Dues	
TDS Payable	3.30
Outstanding provident fund	0.03
Total	218.93

Note 7: Short Term Provisions

Particulars	As at 31st March, 2024
Provision for Expense	50.75
Provision for Gratuity	0.005
Income Tax Provision	95.48
Total	146.24

Note 9: Long-Term Loans and Advances

Particulars	As at 31st March, 2024
Advance for Capital Goods	3.36
Total	3.36

Note 10: Other non-current assets

Particulars	As at 31st March, 2024
Preliminary Expenses	32.29
Bank Balance	
Fixed Deposit (Against Bank Guarantee for UGVCL)	20.52
Fixed Deposit (Against DSRA)	100.00
Fixed Deposit (Margin Against Solar Loan)	7.50
Fixed Deposit (Against Bank Guarantee for Customs)	75.50
Fixed Deposit (Against Bank Guarantee for Plant and Machinery)	17.60
Total	253.41

Note 11: Inventories

Particulars	As at 31st March, 2024
Raw Material (Cotton)	592.09
Finished Goods (Yarn)	632.49
Packing Material	20.43
Stores and Spares	2.12
Work-in-Process	139.27
By-Product	3.49
Total	1,389.89

Note 12: Trade Receivables

Particulars	As at 31st March, 2024
Sundry Debtors	1,779.88
Total	1,779.88

Note 12.1 Ageing of Trade Receivables

Particular (outstanding from due date of payment/from date of transaction)	As at 31st March, 2024
(i) Undisputed Trade Receivable-considered good	
Less than 6 months	1,779.88
6 months- 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
Total (i)	1,779.88



(ii) Undisputed Trade Receivable-which have significant increase in credit risk	
Less than 6 months	-
6 months- 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
Total (ii)	-
(iii) Disputed Trade Receivable-considered good	
Less than 6 months	-
6 months- 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
Total (iii)	-
(iv) Disputed Trade Receivable-which have significant increase in credit risk	
Less than 6 months	-
6 months- 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
Total (iv)	-
(v) Unbilled dues	
Less than 6 months	-
6 months- 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
Total (v)	-
Total	1,779.88

Note 13: Cash and Cash Equivalents

Particulars	As at 31st March, 2024
Cash in Hand	0.07
Total	0.07

Note 14: Short Term Loans and Advances

Particulars	As at 31st March, 2024
Balance with Revenue Authorities	
GST	197.23
TDS/TCS	11.53
Staff Advances	0.30
MAT Credit Entitlement	51.04
Total	260.10

**Note 15: Other current assets**

Particulars	As at 31st March, 2024
Interest accrued but not due	17.04
Prepaid Expense	3.71
Total	20.74

Note 16: Revenue From Operation

Particulars	For the Period ended on 31st March, 2024
Sale of Cotton Yarn	3,819.96
Sale of Cotton By-Product	160.10
Total	3,980.07

Note 17: Other Income

Particulars	For the Period ended on 31st March, 2024
Insurance Claim Received	3.24
Interest on FD	4.97
Other Income	0.02
Total	8.23

Note 18: Cost of Material Consumed

Particulars	For the Period ended on 31st March, 2024
Opening Stock	
Cotton	319.94
Packing Material	22.10
Total	342.04
Purchase of Raw Material	
Cotton	3,296.51
Packing Material	46.25
Total	3,342.76
(-) Closing Stock	
Cotton	592.09
Packing Material	20.43
Total	612.52
Total	3,072.28

**Note 19: Change in Inventory**

Particulars	For the Period ended on 31st March, 2024
Opening Stock of:	
Finished Goods	401.09
Work-in-Progress	237.97
Waste/By-Product	8.27
	647.33
Closing Inventory of:	
Finished Goods	632.49
Work-in-Progress	139.27
Waste/By-Product	3.49
	775.25
Total	(127.92)

Note 20: Employee benefit expense

Particulars	For the Period ended On 31st March, 2024
Salary and Wages	71.12
Staff Welfare Charges	3.59
Directors Remuneration	1.25
Director Sitting Fee	0.94
Employers Contribution to Provident Fund	0.11
Gratuity Expenses	0.26
Total	77.25

Note 21: Finance Cost

Particulars	For the Period ended On 31st March, 2024
Interest Expense	
Interest on Cash Credit	17.22
Interest on Term Loan	88.65
Interest on Unsecured Loan	5.32
Bank Charges & Commission	0.79
Total	111.98

Notes 22: Other Expenses

Particulars	For the Period ended on 31st March, 2024
Operating Expense	
Consumption of Stores and Spares	7.14
Power Expenses	201.05



Freight Inwards	11.63
Labour Charges	18.08
Factory Expenses	1.06
Repairs and Maintenance - Factory	2.12
Loading and Unloading Expenses	0.83
Total	241.91
Administrative Expense	
Audit Fees	0.50
Certificate Expenses	0.71
Conveyance & Petrol Expense.	1.77
Insurance Premium	1.42
Legal & Professional Charges	2.39
Office Expenses	0.40
Membership Charges	0.08
Rent, Rates and Taxes	0.08
Total	7.33
Selling and Distribution Expense	
Freight Outwards	
Sales Promotion Expenses	0.14
Commission and Brokerage on Sale	6.34
Repairs and Maintenance - Vehicle	1.98
Total	8.46
TOTAL	257.70

Note 23: Finance Cost

Particulars	For the Period ended on 31st March, 2024
Current Tax	85.60
(-) MAT Credit	(51.04)
Net Current Tax	34.57

Note 24: Ratios

S. No.	Ratios	Numerator	Denominator	Current Reporting Period
1	Current Ratio	3,450.68	2,485.86	1.39
2	Debt Equity Ratio	4,750.99	1,388.70	3.42
3	Debt Service coverage ratio	708.99	438.33	1.62
4	Return on Equity Ratio	187.20	1,388.70	13.48%
5	Inventory Turnover Ratio	2,944.36	1,118.15	2.63
6	Trade Receivables turnover ratio	3,980.07	1,905.92	2.09
7	Trade payables turnover ratio	3,342.76	1,454.47	2.30
8	Net capital turnover ratio	3,980.07	964.82	4.13
9	Net profit ratio	187.20	3,980.07	4.70%
10	Return on Capital employed	624.82	6,430.77	9.72%

Note 25: Security against current borrowings

(Rs. in Lakhs)

Quarter	Name Of Bank form which loan has taken	Particulars of securities provided	Amount as per Books of Account (A)	Amount as reported in the quarterly stock statement submitted to bank (B)	Percentage Amount of Difference	Reasons for Material Discrepancies
Q1	HDFC	Hypothecation of Book Debts and Stock	N.A.			
Q2	HDFC					
Q3	HDFC		1,562.60	1,548.72	0.89%	The difference is not material
Q4	HDFC		1,800.42	1,800.42	0.00%	**

Note 26 Related Party Transaction:

Particulars	Entities where directors are interested	Key Managerial Person	Relatives of Key Management Personnel	Total
Purchases of goods	2,198.96	-	-	2,198.96
Sale of goods	2,433.98	-	-	2,433.98
Purchase of fixed assets	-	-	-	-
Sale of fixed assets	-	-	-	-
Availment of Services	-	-	-	-
Rendering of services	-	-	-	-
Agency arrangements	-	-	-	-
Leasing or hire purchase arrangements	-	-	-	-
Dividend on Shares	-	-	-	-
Interest on loan availed	-	3.14	2.18	5.32
Transfers under finance arrangements (including loans and equity contributions in cash or in kind)	-	52.50	-	52.50
Repayment of Loans	-	121.00	30.00	151.00
Management Contracts (Remuneration, Salary, Deputation, Sitting Fee, etc.)	-	7.78	-	7.78



Name of the Related Party	Nature of the Relation	Amount Outstanding ((Dr)/Cr)
Gagan Nirmal Mittal	Promoter/Managing Director	321.77
Nirmal Mangalchand Mittal	Promoter	85.89
Safal Patel	Non-Executive Director	0.28
Rashmi Otavani	Non-Executive Director	0.28
Nareshkumar Mistri	Key Managerial Person	0.84
Muskan Kashyap	Key Managerial Person	0.84
Shilpa Gagan Mittal	Promoter's Spouse	9.66
Urmila Nirmal Mittal	Promoter's Spouse	2.80
Gagan Nirmal Mittal HUF	Promoter's HUF	48.80
United Polyfab Gujarat Limited	Entities where directors are interested	933.12
Vinod Denim Limited		-
Vinod Spinners Private Limited		-903.52
United Polyfab Private Limited		-
United Techfab Private Limited		-
Vishan International LLP		-
Vinod Cotfab Private Limited		-
Vinod Textile Mills (Proprietorship)		-



Note 8: Tangible Assets									Rs. In Lakhs
As on 31.03.2024									
Sr. No.	Particulars	Gross Block			Depreciation			Net Block as at 31.03.2024	Net Block as on 7.12.2023 *
		Opening Balance*	Addition/Reduction in Cost	Gross Block	Opening Balance*	Addition	Closing Balance		
1	Timba Land	53.92	-	53.92	-	-	-	53.92	53.92
2	Factory Building	416.63	18.16	434.78	8.41	4.20	12.61	422.17	408.21
3	Plant and Machinery	3,267.43	269.69	3,537.13	132.44	65.76	198.20	3,338.92	3,134.99
4	Electrical Installation	401.77	(7.24)	394.53	23.28	11.85	35.13	359.40	378.50
5	Factory Equipment's	13.66	-	13.66	0.78	0.57	1.35	12.30	12.87
6	Vehicles	30.18	16.79	46.97	2.10	1.19	3.30	43.67	28.08
7	Solar Power Plant	-	220.59	220.59	-	0.06	0.06	220.53	-
8	Office Equipment's			-					
	Air Conditioner	1.38	(0.11)	1.27	0.17	0.08	0.25	1.03	1.21
	Computers	2.04	-	2.04	0.42	0.20	0.62	1.42	1.62
	Furniture and Fixtures	8.40	-	8.40	0.52	0.25	0.77	7.64	7.89
	Total	4,195.41	517.89	4,713.29	168.12	84.17	252.28	4,461.01	4,027.29

* Transferred from erstwhile UCLLP in the scheme of Conversion.



UNITED COTFAB LIMITED
(Earlier Known as United Cotfab LLP)

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31st MARCH, 2024

OVERVIEW:

The company was incorporated in accordance with section 366 of the Companies Act, 2013 on 2nd November, 2023 as “United Cotfab Private Limited”, which was further converted into public company on 4th December, 2023. The Company is engaged in the business of Manufacturing of Open End Yarn. The Corporate Identification Number of our Company is U13111GJ2023PLC145961. Although incorporated on 2/11/2023, the business operations in the name of United Cotfab Limited were commenced on 8/12/2023 due to operational procedures in availing GSTN.

(A) Summary of Significant Accounting Policies

i) Basis of Preparation of Financial Statements

These financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) and Historical Cost Convention on an accrual basis. The company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under the companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The accounting policies adopted in the preparation of Financial Statements are consistent with those used in the previous year.

ii) Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Policies requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, Revenues and Expenses. Such estimation and assumptions are based on management’s evaluation of relevant facts and circumstances as on the date of the financial statements. Difference between the actual results and estimates are recognized in the period in which the results are known materialized.

iii) Investments

Investments are classified as Long Term. Long Term Investments are valued at cost less provision for diminution other than temporary, in value, if any.

iv) Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered. Employee Benefits have been accounted in accordance with AS-15.

v) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are capitalized to the assets to the extent of amount of borrowing taken for such assets and remaining borrowing costs are considered as preoperative expense.

vi) Revenue Recognition.

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate

collection. Turnover includes sale of goods net of GST. No adjustment in turnover is done for discounts (net), Value Added Tax (VAT) and gain / loss on corresponding hedge contracts. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

vii) Taxation

Income tax expenses comprise current tax and deferred tax. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year (adjusted for 9 months).

viii) Pre-Operative Expenses.

All the Pre-operative expenses till the Commercial operations of the business are being accumulated including the expenses of operation and finance cost. And these preoperative expenses are being capitalized in the balance sheet under Tangible Assets as on a date of starting of the commercial operations as per AS-10.

ix) Tangible Fixed Assets and Capital Work In Progress

Fixed Assets except Factory Building are stated at cost net of GST and Factory Building are stated at cost plus GST, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized. Capital Work In progresses stated at cost less impairment losses if any, cost comprises of expenditures incurred in respect of capital projects under development and includes any attributable/allocable cost and other incidental expenses.

x) Valuation of Inventory :

- (1) Raw Materials: At purchase cost.
- (2) Finished Goods: At Cost or Net Realizable Value whichever is less
- (3) Stock-in-Process: At Cost plus proportionate cost
- (4) Other Material: At Cost

The inventories are as valued, verified and certified by the management of the company and are valued on FIFO Basis.

xi) Provisions:

A provision is recognized when the LLP has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reasonable estimate can be made of the amount of the obligation.

(B) Notes to Accounts:

I. Differed Tax Liability

(Rs. in Lakhs)

Particulars	As on 31 st March, 2024
Opening Balance Of Deferred Tax Liability	-
Difference in Accounting Income and Taxable Income	(1,046.28)
Unabsorbed Depreciation Carried Forward Under The Income Tax Act	-
Total Timing Difference	(1,046.28)
Gross Deferred Tax Asset/(Liability)	(291.07)
Deferred Tax Income/(Expense)	(291.07)

II. Earnings Per Share

The basic and diluted Earnings per share are computed by dividing the profit after tax for the year by the weighted average no. of equity shares outstanding during the year.

Particulars	As on 31 st March, 2024
Net Profit for the period attributable to equity shareholders (Rs. in Lakhs)	187.20
Weighted average number of equity Shares outstanding	1,20,06,000
Basic earnings per share (Face value of Rs.10 each) (Rs)	1.56
Weighted average number of equity Shares (incl. dilutive) outstanding	1,20,06,000
Diluted earnings per share (Face value of Rs.10 each) (Rs)	1.56

III. Employee Benefit Expenses

(c) Defined Contribution Plans

During the year, the company has not recognized any defined contribution expense.

(Rs. in Lakhs)

Particulars	For the year ended 31 st March, 2024
Contribution to Provident Fund	0.10
Contribution to Employee State Insurance Corporation	The company is not liable to contribute to ESIC as per Employee State Insurance Act, 1948 under section 1(3) in the state of Gujarat, as the manufacturing unit is located in Timba, Daskroi.

(b) Defined Benefit Plans

GRATUITY

(Rs. in Lakhs)

Particulars	As on 31 st March, 2024
Defined Benefit Obligation as at the beginning of the year	-
Current Service Cost	2.93
Interest Cost	-
Past Service Cost	-
Benefit Paid	-
Actuarial (Gain)/Loss on Obligations	-
Defined Benefit Obligation as at the end of the year	2.93

While measurement of Gratuity Amount to be recognized in profit and loss statement, the company has the following criteria

Method of Valuation	Projected United Cost Method
Discontinuance Liability	Rs. 3,30,338
Attrition Rate	5 % p.a.
Salary Escalation Rate	8 % p.a.

IV. Payment to Auditor

(Rs. in Lakhs)

Particulars	As on 31 st March,2024
Audit Fees	0.50
Consultancy Fee	0.40

V. Provisions and Contingencies

Provisions: Provisions are recognized when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent Liabilities : Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within control of the LLP or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made is termed as a contingent liability.

(Rs. in Lakhs)

Nature of Contingent Liability	Value of Bank Guarantee	Validity
Bank Guarantee (UGVCL)	82.09	12/01/2026
Bank Guarantee (Customs and DGFT)	53.50	21/09/2030
Bank Guarantee (Customs and DGFT)	14.00	11/09/2028
Bank Guarantee (Customs and DGFT)	22.00	03/10/2028
Bank Guarantee (Customs and DGFT)	10.00	10/01/2030
Duty Saved (Through EPCG License)	354.95	21/09/2028
Duty Saved (Through EPCG License)	66.57	28/12/2029
Duty Saved (Through EPCG License)	6.72	04/10/2028
Duty Saved (Through EPCG License)	238.44	09/09/2028

For, Rajiv Shah & Associates
Chartered Accountants
FRN No.: 108454W

Sd/-

Rajiv Shah(Partner)

M. No.: 043261

UDIN: 24043261BKECVL2288

Place: Ahmedabad

Date: 07/05/2024