GUJARAT COTEX LIMITED
Where Information, Innovation and Technology are the Key words

Regd.Office: Shop No. 4, 1st Floor, Shanti Complex, Opp. Patel Petrol Pump, Amli, Silvassa396230
Contact No. +91 93279 77729
Email : jayprabha@hotmail.com, Website : www.gujcotex.co Corporate Identity Number : L46695DN1996PLC000116

Date: 03.03.2025

To,
Department of Corporate Services,
BSE Limited
Ground Floor,
P.J. Tower, Dalal Street,
Fort, Mumbai- 400001.

Scrip Code: 514386

Subject: Submission of Postal Ballot Notice under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice together with explanatory statements ("Notice") for seeking approval of the shareholders of the Company for Special Business set out in enclosed Notice by way of Ordinary Resolutions through remote e-voting.

You requested to take above on your records

Thanking You.

Yours Truly,

SHAILESH J PAREKH
Digitally signed by SHAILESH J PAREKH
Date: 2025.03.03 15:18:57 +05'30'

Shaileshkumar Jayantkumar Parekh
Managing Director
(DIN: 01246270)

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given in accordance with Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014, as amended from time to time ("the Rules") and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, and 09/2024 dated 19th September 2024 including any other circular issued in this regard ("Relevant Circulars") and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, circulars, if any, the Company proposes to pass the following resolution by way of postal ballot through remote e-voting:-

SPECIAL BUSINESSES:

Resolution No. 1

ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or actions, as may be required from any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and are hereby accorded to create, issue, offer and allot, on a preferential basis, up to 1,37,56,000 (One Crore Thirty-Seven Lakhs Fifty-Six Thousands) Convertible Warrants ("Warrants"), at a price ₹16.00/- (Sixteen Only) per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of ₹ 5/- (Rupees Five Only) each ("The Equity Shares") at a premium of Rs.11/- (Eleven Only) per share to persons / entities (Proposed allotees) on a preferential basis, for cash and in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and/or other applicable Laws and on such terms and conditions as the board may, in its absolute discretion think fit and without requiring any further approval or consent from the members, to the below-mentioned Proposed Equity Allottees in the manner as follows:

Sr. No.	Name Of Applicant	Pan No.	No. Of Shares	Promoter/ Public	Name Of Ultimate Beneficial Owner of The Proposed Allottee	Pan Of Ultimate Beneficial Owner
1	Shri Shaileshkumar Jayantkumar Parekh	AERPP2055D	2,75,000	Promoter	NA	NA
2	Mrs Sarlaben Shaileshbhai Parekh	AEPPP2866Q	5,00,000	Promoter	NA	NA
3	Mrs Priyavanda Sudhir Parekh	AEBPP4567N	1,67,727	Promoter	NA	NA
4	Sonal Dharmesh Sheth	AFUPP6652C	4,75,000	Promoter	NA	NA
5	Ketan Sudhir Parekh	AFSPP8274L	4,75,000	Promoter	NA	NA
6	Mr. Chetan Shailesh Parekh	AFSPP8275M	4,75,000	Promoter	NA	NA
7	Riya H Goklani	ARLPG0665P	1,00,000	Public	NA	NA
8	Pipaliya Jayshreeben Kishorbhai	FUBPP2213N	1,00,000	Public	NA	NA
9	Mr. Mudit Mittal	FOVPM2239M	2,00,000	Public	NA	NA
10	Meena Vinitbhai Zaveri	AAAPZ6933H	4,00,000	Public	NA	NA
11	Bhupendra Ravikant Batlawala	AAMPB8714G	1,00,000	Public	NA	NA
12	Mr Denish Dhanraj Shah	ADAPS6035L	5,00,000	Public	NA	NA
13	Mrs Binita Shah	ABLPC6404A	3,50,000	Public	NA	NA
14	Tulika Agarwal	AQRPA6400H	1,00,000	Public	NA	NA
15	Rajiv Sureshbhai Sheth	AIIPS7252G	5,00,000	Public	NA	NA
16	Mr. Sarjukumar Gunvanbhai Patel	AQOPP8550G	5,00,000	Public	NA	NA
17	Diana Stanley Martin	AVKPM1821A	5,00,000	Public	NA	NA
18	Mr Sharad Navinchandra Pal	AAFPP1179A	2,00,000	Public	NA	NA
19	Mrs Sonal Sharad Pal	AIZPP7175N	2,00,000	Public	NA	NA
20	Smt Aarti Manish Malke	AICPM0145L	2,38,273	Public	NA	NA
21	Mayur Balvantrai Gandhi	AFDPG6722M	2,00,000	Public	NA	NA
22	Trinjal Mayur Gandhi	AWZPG1823E	2,00,000	Public	NA	NA
23	Mr. Shailesh Harshad Maniar	AACPM8355N	1,00,000	Public	NA	NA
24	Sarita Hariprakash Kanodia	ABGPK4488H	1,00,000	Public	NA	NA
25	Shah Keval C	BIMPS7991H	2,00,000	Public	NA	NA
26	Sanjeev Prem Kumar Saggi	ACKPS0134P	1,00,000	Public	NA	NA
27	Arpit Samir Shah	BWVPS4844L	20,000	Public	NA	NA
28	Chiragbhai Jinabhai Anghan	BQEPA2930A	1,00,000	Public	NA	NA
29	Mr. Mukesh Pranlal Doshi (HUF)	AADHD0961N	1,50,000	Public	Mr. Mukesh Pranlal Doshi	ABRPD4859 L

30	Mr Siddharth Mukeshbhai Doshi (HUF)	AAFHD7585J	1,50,000	Public	Mr Siddharth Mukeshbhai Doshi	AEXPD8592 H
31	Mr Dhyeya Mukeshbhai Doshi (HUF)	AAIHD2586C	1,50,000	Public	Mr Dhyeya Mukeshbhai Doshi	AEXPD8591 E
32	Mr. Siddharth Mukeshbhai Doshi	AEXPD8592H	1,50,000	Public	NA	NA
33	Mrs. Kausha S Doshi	AIIPD6086D	1,50,000	Public	NA	NA
34	Ms Daivya S Doshi	BXGPD7895C	1,50,000	Public	NA	NA
35	Mr Maurya Siddharth Doshi	ANGPD8560R	1,50,000	Public	NA	NA
36	Mrs Urvi Dhyeyabhai Doshi	ASXPD2027M	1,50,000	Public	NA	NA
37	Ms Manya D Doshi	BXGPD7899Q	1,50,000	Public	NA	NA
38	Shah Chandrikaben Prafulbhai	ADYPS9258H	1,00,000	Public	NA	NA
39	Mr. Ashokkumar Balubhai Desai	ABLPD1353M	1,00,000	Public	NA	NA
40	Mrs. Daxaben Ashokbhai Desai	ABWPD2048N	1,00,000	Public	NA	NA
41	Mrs Sapna Madhav Desai	BCMPD2518R	1,00,000	Public	NA	NA
42	Mr. Jemin Shailesh Maniar	BAFPM3723E	1,00,000	Public	NA	NA
43	Mrs. Pragna Shailesh Maniar	AACPM8354P	1,00,000	Public	NA	NA
44	Mrs Monaben Vipulbhai Langaliya	ATDPL4982C	35,000	Public	NA	NA
45	Shantilal Popatlal Gada	AACPG6993Q	3,00,000	Public	NA	NA
46	Jyotiben Jitenbhai Jogadia	ACFPJ1427M	25,000	Public	NA	NA
47	Shah Bharatbhai Himmatlal (HUF)	ABMHS5645C	10,000	Public	Shah Bharatbhai Himmatlal	BCJPR4683N
48	Mrs. Nitaben Bharatbhai Shah	NRZPS9327B	10,000	Public	NA	NA
49	Mrs. Rekhaben Himatbhai Shah	HHCPS9563N	10,000	Public	NA	NA
50	Mrs. Hansaben Sureshbhai Baraiya	GQWPB8263G	10,000	Public	NA	NA
51	Mrs. Rituben Sureshbhai Baraiya	GQWPB7994A	10,000	Public	NA	NA
52	Pritiben Jayedrbhai Ghandhi	AMCPG9613M	50,000	Public	NA	NA
53	Madhuben Kiritkumar Ghandhi	AGVPG4207E	1,00,000	Public	NA	NA
54	Doshi Riddhi Amitkumar	CEPPP3140B	50,000	Public	NA	NA
55	Ramilaben V Vejani	AELPV8656C	25,000	Public	NA	NA
56	Suraj Umesh Mallya	AFFPM0678G	1,80,000	Public	NA	NA
57	Prakash Shankar Adnani	AFLPA4651D	5,00,000	Public	NA	NA
58	Laxmanbhai Rajabhai Kikani	AGTPK1267E	25,000	Public	NA	NA
59	Dinesh Panchabhai Senta	DOVPS2576P	50,000	Public	NA	NA

60	Mayaben Madhavbhai Pateliya	DXZPP8311L	25,000	Public	NA	NA
61	Jitubhai Merabhai Pateliya	CXSPP6540B	25,000	Public	NA	NA
62	Pinakinbhai I Vora	AFDPV2112G	25,000	Public	NA	NA
63	Nikhil I Vora	AFPPV2553P	25,000	Public	NA	NA
64	Mina Indubhai Vora	ABGPV3505N	25,000	Public	NA	NA
65	Ronak Vijaybhai Shah HUF	AAZHR3160D	25,000	Public	Ronak Vijaybhai Shah	BIJPS0662Q
66	Vikas Ghisulal Darji	ALGPD3176M	1,00,000	Public	NA	NA
67	Gangadhar Shivgonda Navnale	ACOPN2752Q	1,00,000	Public	NA	NA
68	Sonalben Sunilbhai Budheliya	BZJPB2729J	25,000	Public	NA	NA
69	Pahal Kaushik Gohel	EPBPG7493P	25,000	Public	NA	NA
70	Hiren Kishorbhai Parekh	AHLPP5209N	25,000	Public	NA	NA
71	Gohel Vrusha Kaushik	EASPG4573A	25,000	Public	NA	NA
72	Pankaj Kantilal Parmar	AQLPP3380R	50,000	Public	NA	NA
73	Yasha Nirav Vora	BNEPS6332R	25,000	Public	NA	NA
74	Shweta Paragbhai Thakkar	BTTPT1466N	50,000	Public	NA	NA
75	Keyur Sureshkumar Parmar	BDEPP1396L	25,000	Public	NA	NA
76	Kinjalben Ravibhai Vithlani	AXCPV8184F	25,000	Public	NA	NA
77	Nandaben Prakashbhai Sheth	AQLPS4888B	50,000	Public	NA	NA
78	Ramchand Ghnshamdas Madhrani	HXWPM9035B	35,000	Public	NA	NA
79	Anilkumar Gohil	ACCPG0268J	50,000	Public	NA	NA
80	Hitesh Pravinchandra Shah HUF	AACHH7121K	1,00,000	Public	Hitesh Pravinchandra Shah	AACPH2203 E
81	Shukla Jinny Darshanbhai	ATHPS9622C	1,00,000	Public	NA	NA
82	Kiran A Raval	BTGPR1554J	25,000	Public	NA	NA
83	Pratik Tanna	AOIPT4947H	25,000	Public	NA	NA
84	Roshniben Niravbhai Rajani	DQZPR8797B	25,000	Public	NA	NA
85	Bharatbhai Jinabhai Kambad	CATPK0629N	25,000	Public	NA	NA
86	Pinal Kishorbhai Thakkar	ABWPT5427B	1,00,000	Public	NA	NA
87	Harshil Dipakbhai Vora	AFLPV0748Q	50,000	Public	NA	NA
88	Parth Niranjanbhai Shah	BFDPS8652B	50,000	Public	NA	NA
89	Jenil Alpeshbhai Shah	KISPS6799Q	50,000	Public	NA	NA
90	Mr. Ruchit Andhariya	BZJPA4984N	25,000	Public	NA	NA

91	Ms. Sakshi Kaushikkumar Modi	CSRPM6364E	25,000	Public	NA	NA
92	Mrs. Hansa Ghodasara	APRPP4230K	25,000	Public	NA	NA
93	Khambhayata Bilvisha Jigneshbhai	MYIPK1890E	25,000	Public	NA	NA
94	Siddhrajsinh Ashoksinh Gohil	BUWPG6490H	40,000	Public	NA	NA
95	Shah Vaibhav Mahendrabhai	MGSPS0687R	25,000	Public	NA	NA
96	Kartik C Dholakiya	AVAPD3672Q	25,000	Public	NA	NA
97	Heenaben H Thanay	AICPT6867C	25,000	Public	NA	NA
98	Jadeja Jayshriba Rushirajsinh	BCCPJ0618Q	25,000	Public	NA	NA
99	Desai Foram Dhruven	FMWPD3645F	25,000	Public	NA	NA
100	Vipul J Shah	CDLPS1539L	25,000	Public	NA	NA
101	Pushpaben Dilipbhai Kachiya	ASNPK9174A	1,00,000	Public	NA	NA
102	Dipaben Kishorbhai Mendapara	DTCPM5483F	75,000	Public	NA	NA
103	Kantaben Karshanbhai Kachiya	PRKPK8864G	75,000	Public	NA	NA
104	Bhaveshbhai Gopalbhai Ramani	ASTPR3681F	75,000	Public	NA	NA
105	Kiran A Raval	BTGPR1554J	1,00,000	Public	NA	NA
106	Madhviben Jagdishbhai Bhanderi	BIJPB0733K	1,00,000	Public	NA	NA
107	Ravi Mansukhbhai Khunt	EIVPK3809Q	75,000	Public	NA	NA
108	Nilesh Mansukhlal Shah	AFGPS1314C	50,000	Public	NA	NA
109	Tusharkant Manshukhlal Shah	AFGPS1316A	50,000	Public	NA	NA
110	Mr Mehta Chimanlal Jagjivandas	AKKPM1940R	35,000	Public	NA	NA
111	Mrs Khushbu Naitik Shah	CQBPS5636M	35,000	Public	NA	NA
112	Mrs Mehta Darshita Divyesh	DJNPS1515P	35,000	Public	NA	NA
113	Mrs Kinjalben V Shah	EAAPS7331Q	35,000	Public	NA	NA
114	Gauravbhai Shah	AWDPS9028D	1,00,000	Public	NA	NA
115	Nileshbhai Jaysuhkhlal Shah	AGBPS8708G	2,00,000	Public	NA	NA
116	Mr Mustak Ahemad R Saiyad	BIXPS3882A	2,00,000	Public	NA	NA
117	Renuka Arvindkumar Deora	AFNPD8033N	1,00,000	Public	NA	NA

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy-Five Per

Cent) of the Warrant Issue Price shall be paid in one or more trench before exercise of option to apply for fully paid –up Equity shares of ₹ 5/- each of the Company, against each such Warrant held by the Warrant Holder.

2. The Warrant Holders shall be entitled to exercise his/her option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders.

3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

4. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

5. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to securities demat account of the Warrant Holder.

6. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

7. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.

8. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

9. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

"RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies,("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Resolution 2

TO OFFER, ISSUE AND ALLOT EQUITY SHARES (OTHER THAN CASH) ON A PREFERENTIAL BASIS:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited (the "Stock Exchanges") on which the Equity Shares of the Company having Face Value of Rs. 5/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 17,77,000 (Seventeen Lacs Seventy-Seven Thousand) fully Paid up Equity Shares of the Company having a Face Value of Rs.5/- (Rupee Five Only) each at a price of Rs.16/- (Rupees sixteen only) per Equity Share (including a premium of Rs.11/- (Rupees eleven only) per share ('Preferential Allotment Price'), aggregating to Rs. 2,84,32,000/- (Rupees Two crores eighty-four lacs thirty-two thousand only), to the Proposed Allottees, who are not Promoter(s) and who does not belong to the Promoter Group of the Company as on date of resolution, for consideration other than cash being payment toward their outstanding due in the Company as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Sr. No	Name of Proposed Allottees	Category (Promoter/Non Promoter)	No. of Equity Shares proposed to be issued	Outstanding Due as on 27.02.2025
1.	Octagon Infratech Limited	Non-Promoter	17,77,000	2,84,40,950

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company

d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against their Outstanding dues in the Company; and

f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other period as may be mutually agreed by the Company and the Proposed Allottees.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

NOTES FOR MEMBERS'ATTENTION:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013, setting out the material facts and reasons in respect of the business specified above is appended hereto.

2. The Ministry of Corporate Affairs ("MCA") vide the relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

3. The Postal Ballot notice is being sent to all the Shareholders, whose names appears in the Register of Members/List of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on **Monday, 21st February 2025** and copy of said notice is also available on the website of BSE, CDSL and website of the Company viz. www.bseindia.com, www.evotingindia.com and www.gujcotex.com.

4. The Board appointed Mr. Kunjal Dalal, Practicing Company Secretary, M/s. K. Dalal & Co. (FCS-3530, CP-3863) as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the law and in a fair and transparent manner.

5. In compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with circular of SEBI on e-voting facility provided by Listed Entities, dated 11th July 2023 the Company is pleased to provide the remote e-voting facility to all the shareholders. For this purpose, the Company has appointed Central Depository Services Limited (CDSL) for facilitating remote e-voting.

6. The voting period commences at **09:00 A.M on Tuesday, 04th March 2025 and will end at 05:00 P.M. on Thursday, 03rd April 2025.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **28th February, 2025** may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

7. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, 28th February, 2025.**

8. The Scrutinizer shall submit his report to the Chairman of the Company or such person as authorised upon completion of the scrutiny of votes received through the e-voting platform. The Chairman or any person so authorised by him, shall announce the results of the Postal Ballot within timeline prescribed under the Law.

9. The Special Resolution(s), if approved by the requisite majority, shall be deemed to have been passed on last date of e-voting i.e. **Thursday, 03rd April 2025** and as if the same had been passed at a General Meeting of the Members convened in that behalf.

10. The result of the Postal Ballot, along with the scrutinizer's report, will be posted on the Company's website www.gujcotex.com, on the website of CDSL at www.evotingindia.com and shall be communicated to the stock exchanges where the Company's shares are listed and will be hosted on the notice board at the Registered Office of the Company.

11. The Board has appointed Ms. Shweta Nareshkumar Temani, Company Secretary as the person responsible for the entire postal ballot process. For any query (ies)/grievance(s) relating to remote e-voting, please contact at Shop No. 5, 1st floor, Shanti Complex, Opp. Patel Petrol Pump, Amli, Silvassa , Dadra & Nagar Haveli, 396230 email jayprabha@hotmail.com or can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

12. All the relevant documents will be available for inspection through electronic mode, request for the same shall be send to jayprabha@hotmail.com

13. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address.(i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held

in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.gujcotex.com) duly filled and signed along with requisite supporting documents to RTA viz. Purva Sharegistry (India) Pvt. Ltd, 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel (East), Mumbai,Maharashtra,400011.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 Myeasi 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

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

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant **GUJARAT COTEX LIMITED** on which you choose to vote.

(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jayprabha@hotmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"):

Item No. 1 Issuance of Convertible Warrants on A Preferential Basis and Matters Related therewith

The Board of Directors of the Company, in its meeting held on 27th February, 2025, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 1,37,56,000 (One Crore Thirty-Seven Lacs Fifty-Six Thousand) Convertible Warrants ("Warrants"), at a price of Rs.16/- (Rupees Sixteen Only) per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of Rs. 5/- (Rupees Five Only) each ("The Equity Shares") including premium of Rs.11/- aggregating up to Rs.22,00,96,000/- (Rupees Twenty-Two Crores Ninety-Six Thousand Only) to persons of the Promote and Non-Promoter Category ("Proposed Allottee(s)"), on a preferential basis since raising funds through Preferential Issue is considered to be most cost & time effective way for raising additional capital.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statues in relation to the proposed Special Resolution are given hereunder:

a) Objects of the preferential issue:

The funds are required by the Company for the following objects:

1. To Undertake Project for Constructions of Hotel including restaurant
2. To Purchase a Land
3. To meet the working capital requirements
4. General corporate purpose.

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated Amount to be utilized (Rs.in Lakhs)	Tentative timelines for utilization of issue utilization of issue receipt of funds within
1	To Undertake and Develop of Project for Constructions of Hotel including restaurant	1,000.00/-	Upto 2 Years from the Date of receipts of Fund
2	To Purchase a Land	5,00.00/-	Upto 1 Year from the Date of receipts of Fund
3	To meet the working capital requirements	5,00.00/-	Upto 1 Year from the Date of receipts of Fund
4	General corporate purpose	2,00.96/-	Upto 6 Months from the Date of receipts of Fund

The Main Object Clause of Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our Company proposes to deploy the balance proceeds of the Preferential Issue, aggregating to 200.96 Lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws, in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated Decembers 13, 2022. Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above table, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilised towards the stated objects above, they will be used by the Company for its working capital requirements.

b) **Maximum number of specified securities to be issued:** The Board of Directors in its meeting held on 27th February, 2025 had approved the issue of Convertible Warrant and accordingly proposes to issue and allot in aggregate up to 1,37,56,000 (One Crore Thirty-Seven Lacs Fifty-Six Thousand) Convertible Warrants (“Warrants”), at a price Rs.16/- (Rupees Sixteen Only) per Warrant, each convertible into, or exchangeable for, one fully paid-up equity share of the Company having face value of Rs. 5/- (Rupees Five Only) each to Promotors and Non-Promoter Investors on a preferential basis.

c) **Amount which the company intends to raise by way of such securities**: Rs. 22,00,96,000/- (Rupees Twenty-Two Crores Ninety-Six Thousand Only)

d) **Pricing of preferential issue:**
The equity shares of the Company are listed on the BSE Limited (BSE) where the shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations, 2018 read with Regulations 2(j) of SEBI (SAST) Regulations 2011.

Note: The Total Number of Equity Shares traded during the 12 Calendar Months before the month of approval of preferential issue i.e. February 2024 to January 2025 is 22,710,980 no of equity shares on BSE Limited which is more than the 10% Percentage of total shares capital of the company.

The price of the warrant has been determined based on Regulation 164 of SEBI (ICDR) Regulations 2018 read with Regulation 166A of SEBI (ICDR) Regulations 2018, as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees. The Valuation made by independent Valuer Mr. Hardik Vikrambhai Patel, IBBI Registration no. IBBI/RV/06/2020/12778. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the last date of e-voting and the same may be accessed on the Company’s website at the www.gujcotex.com.

e) **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**
Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottees	Maximum no. of Equity Shares proposed to be allotted	Category
1	Shri Shaileshkumar Jayantkumar Parekh	275,000	Promoter
2	Mrs Sarlaben Shaileshbhai Parekh	500,000	Promoter
3	Mrs Priyavanda Sudhir Parekh	167,727	Promoter
4	Sonal Dharmesh Sheth	475,000	Promoter
5	Ketan Sudhir Parekh	475,000	Promoter
6	Mr. Chetan shailesh parekh	475,000	Promoter

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

f) Shareholding pattern of the issuer before and after the preferential issue:

Sr. No.	Category	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
		Pre-Holding		Post-Holding	
(A)	**Promoter and Promoter Group**				
1.	Indian				
	Individuals/Hindu Undivided Family	1632273	11.46	4000000	14.29
	Bodies Corporate	-	-	-	-
	Sub Total(A)(1)	-	-	-	-
2.	Foreign	-	-	-	-
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)		1632273	11.46	4000000	14.29
(B)					
1	Institutions				
	Mutual Funds	-	-	-	
	Financial Institutions/Banks	-	-	-	-
	Provident Funds/ Pension Funds	-	-	-	-
	Any other (Specify)				
	Sub Total (B) (1)				
2	Non-Institutions				
	i)Individuals	11838083	83.11	22641356	80.86
	ii)Clearing Member	11800	0.08	11800	0.04
	iii) Bodies Corporate	343515	2.41	343515	1.23
	*Non-Resident Indians	85376	0.60	85376	0.30
	HUF	166331	1.17	751331	2.68
	LLP	51000	0.36	51000	0.18
	Trusts	0	0	0	0
	Unclaimed or Escrow account	115622	0.81	115622	0.41
	Sub Total (B) (2)	12611727	88.54	24000000	85.71
Total Public Shareholding (B)=(B)(1) + (B)(2)		12611727	88.54	24000000	85.71
Total(A)+(B)		14244000	100	28000000	100

g) Time frame within which the preferential issue shall be completed:
In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

SR. NO.	NAME OF APPLICANT	CURRENT STATUS	NAME OF ULTIMATE BENEFICIAL OWNERS	POST SHAREHOLDING	% OF POST SHAREHOLDING
1	Shri Shaileshkumar Jayantkumar Parekh	Promoter	Shri Shaileshkumar Jayantkumar Parekh	3,00,000	1.01%

2	Mrs Sarlaben Shaileshbhai Parekh	Promoter	Mrs Sarlaben Shaileshbhai Parekh	5,00,000	1.68%
3	Mrs Priyavanda Sudhir Parekh	Promoter	Mrs Priyavanda Sudhir Parekh	17,00,000	5.71%
4	Sonal Dharmesh Sheth	Promoter	Sonal Dharmesh Sheth	5,00,000	1.68%
5	Ketan Sudhir Parekh	Promoter	Ketan Sudhir Parekh	5,00,000	1.68%
6	Mr. Chetan Shailesh Parekh	Promoter	Mr. Chetan Shailesh Parekh	5,00,000	1.68%
7	Riya H Goklani	Public	Riya H Goklani	1,00,100	0.34%
8	Pipaliya Jayshreeben Kishorbhai	Public	Pipaliya Jayshreeben Kishorbhai	1,00,000	0.34%
9	Mr. Mudit Mittal	Public	Mr. Mudit Mittal	2,00,000	0.67%
10	Meena Vinitbhai Zaveri	Public	Meena Vinitbhai Zaveri	4,00,000	1.34%
11	Bhupendra Ravikant Batlawala	Public	Bhupendra Ravikant Batlawala	1,00,000	0.34%
12	Mr Denish Dhanraj Shah	Public	Mr Denish Dhanraj Shah	5,00,000	1.68%
13	Mrs Binita Shah	Public	Mrs Binita Shah	3,50,000	1.18%
14	Tulika Agarwal	Public	Tulika Agarwal	1,00,000	0.34%
15	Rajiv Sureshbhai Sheth	Public	Rajiv Sureshbhai Sheth	5,00,000	1.68%
16	Mr. Sarjukumar Gunvanbhai Patel	Public	Mr. Sarjukumar Gunvanbhai Patel	5,01,809	1.69%
17	Diana Stanley Martin	Public	Diana Stanley Martin	5,00,103	1.68%
18	Mr Sharad Navinchandra Pal	Public	Mr Sharad Navinchandra Pal	2,00,000	0.67%
19	Mrs Sonal Sharad Pal	Public	Mrs Sonal Sharad Pal	2,00,000	0.67%
20	Smt Aarti Manish Malke	Public	Smt Aarti Manish Malke	2,38,273	0.80%
21	Mayur Balvantrai Gandhi	Public	Mayur Balvantrai Gandhi	2,00,015	0.67%

22	Trinjal Mayur Gandhi	Public	Trinjal Mayur Gandhi	2,00,010	0.67%
23	Mr. Shailesh Harshad Maniar	Public	Mr. Shailesh Harshad Maniar	1,00,015	0.34%
24	Sarita Hariprakash Kanodia	Public	Sarita Hariprakash Kanodia	1,00,015	0.34%
25	Shah Keval C	Public	Shah Keval C	2,00,015	0.67%
26	Sanjeev Prem Kumar Saggi	Public	Sanjeev Prem Kumar Saggi	1,00,015	0.34%
27	Arpit Samir Shah	Public	Arpit Samir Shah	20,000	0.07%
28	Chiragbhai Jinabhai Anghan	Public	Chiragbhai Jinabhai Anghan	1,00,000	0.34%
29	Mr. Mukesh Pranlal Doshi (HUF)	Public	Mr. Mukesh Pranlal Doshi	1,50,000	0.50%
30	Mr Siddharth Mukeshbhai Doshi (HUF)	Public	Mr Siddharth Mukeshbhai Doshi	1,50,000	0.50%
31	Mr Dhyeya Mukeshbhai Doshi (HUF)	Public	Mr Dhyeya Mukeshbhai Doshi	1,50,100	0.50%
32	Mr. Siddharth Mukeshbhai Doshi	Public	Mr. Siddharth Mukeshbhai Doshi	1,50,500	0.51%
33	Mrs. Kausha S Doshi	Public	Mrs. Kausha S Doshi	1,50,000	0.50%
34	Ms Daivya S Doshi	Public	Ms Daivya S Doshi	1,50,000	0.50%
35	Mr Maurya Siddharth Doshi	Public	Mr Maurya Siddharth Doshi	1,50,000	0.50%
36	Mrs Urvi Dhyeyabhai Doshi	Public	Mrs Urvi Dhyeyabhai Doshi	1,50,000	0.50%
37	Ms Manya D Doshi	Public	Ms Manya D Doshi	1,50,000	0.50%
38	Shah Chandrikaben Prafulbhai	Public	Shah Chandrikaben Prafulbhai	1,00,000	0.34%
39	Mr. Ashokkumar Balubhai Desai	Public	Mr. Ashokkumar Balubhai Desai	1,00,000	0.34%
40	Mrs. Daxaben Ashokbhai Desai	Public	Mrs. Daxaben Ashokbhai Desai	1,00,000	0.34%

41	Mrs Sapna Madhav Desai	Public	Mrs Sapna Madhav Desai	1,00,012	0.34%
42	Mr. Jemin Shailesh Maniar	Public	Mr. Jemin Shailesh Maniar	1,00,017	0.34%
43	Mrs. Pragna Shailesh Maniar	Public	Mrs. Pragna Shailesh Maniar	1,00,000	0.34%
44	Mrs Monaben Vipulbhai Langaliya	Public	Mrs Monaben Vipulbhai Langaliya	35,000	0.12%
45	Shantilal Popatlal Gada	Public	Shantilal Popatlal Gada	3,00,000	1.01%
46	Jyotiben Jitenbhai Jogadia	Public	Jyotiben Jitenbhai Jogadia	25,000	0.08%
47	Shah Bharatbhai Himmatlal (HUF)	Public	Shah Bharatbhai Himmatlal (HUF)	10,000	0.03%
48	Mrs. Nitaben Bharatbhai Shah	Public	Mrs. Nitaben Bharatbhai Shah	10,000	0.03%
49	Mrs. Rekhaben Himatbhai Shah	Public	Mrs. Rekhaben Himatbhai Shah	10,000	0.03%
50	Mrs. Hansaben Sureshbhai Baraiya	Public	Mrs. Hansaben Sureshbhai Baraiya	10,000	0.03%
51	Mrs. Rituben Sureshbhai Baraiya	Public	Mrs. Rituben Sureshbhai Baraiya	10,000	0.03%
52	Pritiben Jayedrbhai Ghandhi	Public	Pritiben Jayedrbhai Ghandhi	50,000	0.17%
53	Madhuben Kiritkumar Ghandhi	Public	Madhuben Kiritkumar Ghandhi	1,00,000	0.34%
54	Doshi Riddhi Amitkumar	Public	Doshi Riddhi Amitkumar	50,000	0.17%
55	Ramilaben V Vejani	Public	Ramilaben V Vejani	25,000	0.08%
56	Suraj Umesh Mallya	Public	Suraj Umesh Mallya	1,80,000	0.60%
57	Prakash Shankar Adnani	Public	Prakash Shankar Adnani	5,00,000	1.68%
58	Laxmanbhai Rajabhai Kikani	Public	Laxmanbhai Rajabhai Kikani	25,000	0.08%

59	Dinesh Panchabhai Senta	Public	Dinesh Panchabhai Senta	50,000	0.17%
60	Mayaben Madhavbhai Pateliya	Public	Mayaben Madhavbhai Pateliya	25,000	0.08%
61	Jitubhai Merabhai Pateliya	Public	Jitubhai Merabhai Pateliya	25,000	0.08%
62	Pinakinbhai I Vora	Public	Pinakinbhai I Vora	25,000	0.08%
63	Nikhil I Vora	Public	Nikhil I Vora	25,000	0.08%
64	Mina Indubhai Vora	Public	Mina Indubhai Vora	25,000	0.08%
65	Ronak Vijaybhai Shah HUF	Public	Ronak Vijaybhai Shah	25,000	0.08%
66	Vikas Ghisulal Darji	Public	Vikas Ghisulal Darji	1,00,000	0.34%
67	Gangadhar Shivgonda Navnale	Public	Gangadhar Shivgonda Navnale	1,00,000	0.34%
68	Sonalben Sunilbhai Budheliya	Public	Sonalben Sunilbhai Budheliya	25,000	0.08%
69	Pahal Kaushik Gohel	Public	Pahal Kaushik Gohel	25,000	0.08%
70	Hiren Kishorbhai Parekh	Public	Hiren Kishorbhai Parekh	25,000	0.08%
71	Gohel Vrusha Kaushik	Public	Gohel Vrusha Kaushik	25,000	0.08%
72	Pankaj Kantilal Parmar	Public	Pankaj Kantilal Parmar	50,000	0.17%
73	Yasha Nirav Vora	Public	Yasha Nirav Vora	25,000	0.08%
74	Shweta Paragbhai Thakkar	Public	Shweta Paragbhai Thakkar	50,000	0.17%
75	Keyur Sureshkumar Parmar	Public	Keyur Sureshkumar Parmar	25,000	0.08%
76	Kinjalben Ravibhai Vithlani	Public	Kinjalben Ravibhai Vithlani	25,000	0.08%
77	Nandaben Prakashbhai Sheth	Public	Nandaben Prakashbhai Sheth	50,000	0.17%

78	Ramchand Ghnshamdas Madhrani	Public	Ramchand Ghnshamdas Madhrani	35,000	0.12%
79	Anilkumar Gohil	Public	Anilkumar Gohil	50,000	0.17%
80	Hitesh Pravinchandra Shah HUF	Public	Hitesh Pravinchandra Shah	1,00,000	0.34%
81	Shukla Jinny Darshanbhai	Public	Shukla Jinny Darshanbhai	1,00,000	0.34%
82	Kiran A Raval	Public	Kiran A Raval	25,000	0.08%
83	Pratik Tanna	Public	Pratik Tanna	25,000	0.08%
84	Roshniben Niravbhai Rajani	Public	Roshniben Niravbhai Rajani	25,000	0.08%
85	Bharatbhai Jinabhai Kambad	Public	Bharatbhai Jinabhai Kambad	25,000	0.08%
86	Pinal Kishorbhai Thakkar	Public	Pinal Kishorbhai Thakkar	1,00,000	0.34%
87	Harshil Dipakbhai Vora	Public	Harshil Dipakbhai Vora	50,000	0.17%
88	Parth Niranjanbhai Shah	Public	Parth Niranjanbhai Shah	50,000	0.17%
89	Jenil Alpeshbhai Shah	Public	Jenil Alpeshbhai Shah	50,000	0.17%
90	Mr. Ruchit Andhariya	Public	Mr. Ruchit Andhariya	25,000	0.08%
91	Ms. Sakshi Kaushikkumar Modi	Public	Ms. Sakshi Kaushikkumar Modi	25,000	0.08%
92	Mrs. Hansa Ghodasara	Public	Mrs. Hansa Ghodasara	25,000	0.08%
93	Khambhayata Bilvisha Jigneshbhai	Public	Khambhayata Bilvisha Jigneshbhai	25,000	0.08%
94	Siddhrajsinh Ashoksinh Gohil	Public	Siddhrajsinh Ashoksinh Gohil	40,000	0.13%
95	Shah Vaibhav Mahendrabhai	Public	Shah Vaibhav Mahendrabhai	25,000	0.08%
96	Kartik C Dholakiya	Public	Kartik C Dholakiya	25,000	0.08%
97	Heenaben H Thanay	Public	Heenaben H Thanay	25,000	0.08%
98	Jadeja Jayshriba Rushirajsinh	Public	Jadeja Jayshriba Rushirajsinh	25,000	0.08%

99	Desai Foram Dhruven	Public	Desai Foram Dhruven	25,000	0.08%
100	Vipul J Shah	Public	Vipul J Shah	25,000	0.08%
101	Pushpaben Dilipbhai Kachiya	Public	Pushpaben Dilipbhai Kachiya	1,00,000	0.34%
102	Dipaben Kishorbhai Mendapara	Public	Dipaben Kishorbhai Mendapara	75,000	0.25%
103	Kantaben Karshanbhai Kachiya	Public	Kantaben Karshanbhai Kachiya	75,000	0.25%
104	Bhaveshbhai Gopalbhai Ramani	Public	Bhaveshbhai Gopalbhai Ramani	75,000	0.25%
105	Kiran A Raval	Public	Kiran A Raval	1,00,000	0.34%
106	Madhviben Jagdishbhai Bhanderi	Public	Madhviben Jagdishbhai Bhanderi	1,00,000	0.34%
107	Ravi Mansukhbhai Khunt	Public	Ravi Mansukhbhai Khunt	75,000	0.25%
108	Nilesh Mansukhlal Shah	Public	Nilesh Mansukhlal Shah	50,000	0.17%
109	Tusharkant Manshukhlal Shah	Public	Tusharkant Manshukhlal Shah	50,000	0.17%
110	Mr Mehta Chimanlal Jagjivandas	Public	Mr Mehta Chimanlal Jagjivandas	35,000	0.12%
111	Mrs Khushbu Naitik Shah	Public	Mrs Khushbu Naitik Shah	35,000	0.12%
112	Mrs Mehta Darshita Divyesh	Public	Mrs Mehta Darshita Divyesh	35,000	0.12%
113	Mrs Kinjalben V Shah	Public	Mrs Kinjalben V Shah	35,000	0.12%
114	Gauravbhai Shah	Public	Gauravbhai Shah	1,00,000	0.34%
115	Nileshbhai Jaysuhkhlal Shah	Public	Nileshbhai Jaysuhkhlal Shah	2,00,000	0.67%
116	Mr Mustak Ahemad R Saiyad	Public	Mr Mustak Ahemad R Saiyad	2,00,000	0.67%
117	Renuka Arvindkumar Deora	Public	Renuka Arvindkumar Deora	1,00,000	0.34%

i) **Undertaking as to re-computation of price and lock-in of specified securities:** The Company shall re-compute the price of the Equity Shares, in terms of the provision of Regulation 164 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Equity Share Holder.

j) **Change in control, if any, in the Company that would occur consequent to the preferential offer:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

k) **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**: During the period from 1st April, 2024 till date of notice, the Company has not made any preferential allotments.

l) **Valuation for consideration other than cash:** Not applicable.

m) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable.

n) **Lock-in period:** The Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations, 2018.

o) **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued on conversion of such Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

p) **Practicing Company Secretary's Certificate:** The Company has obtained the Certificate from Mr. Kunjal Dalal (M. No 3530, CP No. 3863), Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018. The same shall available and will be kept open for inspection on all working days between Monday to Friday of every week, upto the voting period of Postal Ballot Notice and the same may be accessed on the Company's website at the link: www.gujcotex.com

q) **Other Disclosures / Undertakings:**

I. None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

II. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.

III. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

IV. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

r) **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

SR. NO.	NAME OF APPLICANT	PAN NO.	CURRENT STATUS	POST STATUS
1	Shri Shaileshkumar Jayantkumar Parekh	AERPP2055D	Promoter	Promoter

2	Mrs Sarlaben Shaileshbhai Parekh	AEPPP2866Q	Promoter	Promoter
3	Mrs Priyavanda Sudhir Parekh	AEBPP4567N	Promoter	Promoter
4	Sonal Dharmesh Sheth	AFUPP6652C	Promoter	Promoter
5	Ketan Sudhir Parekh	AFSPP8274L	Promoter	Promoter
6	Mr. Chetan Shailesh Parekh	AFSPP8275M	Promoter	Promoter
7	Riya H Goklani	ARLPG0665P	Public	Public
8	Pipaliya Jayshreeben Kishorbhai	FUBPP2213N	Public	Public
9	Mr. Mudit Mittal	FOVPM2239M	Public	Public
10	Meena Vinitbhai Zaveri	AAAPZ6933H	Public	Public
11	Bhupendra Ravikant Batlawala	AAMPB8714G	Public	Public
12	Mr Denish Dhanraj Shah	ADAPS6035L	Public	Public
13	Mrs Binita Shah	ABLPC6404A	Public	Public
14	Tulika Agarwal	AQRPA6400H	Public	Public
15	Rajiv Sureshbhai Sheth	AIIPS7252G	Public	Public
16	Mr. Sarjukumar Gunvanbhai Patel	AQOPP8550G	Public	Public
17	Diana Stanley Martin	AVKPM1821A	Public	Public
18	Mr Sharad Navinchandra Pal	AAFPP1179A	Public	Public
19	Mrs Sonal Sharad Pal	AIZPP7175N	Public	Public
20	Smt Aarti Manish Malke	AICPM0145L	Public	Public
21	Mayur Balvantrai Gandhi	AFDPG6722M	Public	Public
22	Trinjal Mayur Gandhi	AWZPG1823E	Public	Public
23	Mr. Shailesh Harshad Maniar	AACPM8355N	Public	Public
24	Sarita Hariprakash Kanodia	ABGPK4488H	Public	Public
25	Shah Keval C	BIMPS7991H	Public	Public
26	Sanjeev Prem Kumar Saggi	ACKPS0134P	Public	Public
27	Arpit Samir Shah	BWVPS4844L	Public	Public
28	Chiragbhai Jinabhai Anghan	BQEPA2930A	Public	Public
29	Mr. Mukesh Pranlal Doshi (Huf)	AADHD0961N	Public	Public
30	Mr Siddharth Mukeshbhai Doshi (Huf)	AAFHD7585J	Public	Public
31	Mr Dhyeya Mukeshbhai Doshi (Huf)	AAIHD2586C	Public	Public
32	Mr. Siddharth Mukeshbhai Doshi	AEXPD8592H	Public	Public
33	Mrs. Kausha S Doshi	AIIPD6086D	Public	Public
34	Ms Daivya S Doshi	BXGPD7895C	Public	Public
35	Mr Maurya Siddharth Doshi	ANGPD8560R	Public	Public
36	Mrs Urvi Dhyeyabhai Doshi	ASXPD2027M	Public	Public
37	Ms Manya D Doshi	BXGPD7899Q	Public	Public
38	Shah Chandrikaben Prafulbhai	ADYPS9258H	Public	Public
39	Mr. Ashokkumar Balubhai Desai	ABLPD1353M	Public	Public
40	Mrs. Daxaben Ashokbhai Desai	ABWPD2048N	Public	Public
41	Mrs Sapna Madhav Desai	BCMPD2518R	Public	Public
42	Mr. Jemin Shailesh Maniar	BAFPM3723E	Public	Public
43	Mrs. Pragna Shailesh Maniar	AACPM8354P	Public	Public
44	Mrs Monaben Vipulbhai Langaliya	ATDPL4982C	Public	Public
45	Shantilal Popatlal Gada	AACPG6993Q	Public	Public
46	Jyotiben Jitenbhai Jogadia	ACFPJ1427M	Public	Public

47	Shah Bharatbhai Himmatlal (Huf)	ABMHS5645C	Public	Public
48	Mrs. Nitaben Bharatbhai Shah	NRZPS9327B	Public	Public
49	Mrs. Rekhaben Himatbhai Shah	HHCPS9563N	Public	Public
50	Mrs. Hansaben Sureshbhai Baraiya	GQWPB8263G	Public	Public
51	Mrs. Rituben Sureshbhai Baraiya	GQWPB7994A	Public	Public
52	Pritiben Jayedrbhai Ghandhi	AMCPG9613M	Public	Public
53	Madhuben Kiritkumar Ghandhi	AGVPG4207E	Public	Public
54	Doshi Riddhi Amitkumar	CEPPP3140B	Public	Public
55	Ramilaben V Vejani	AELPV8656C	Public	Public
56	Suraj Umesh Mallya	AFFPM0678G	Public	Public
57	Prakash Shankar Adnani	AFLPA4651D	Public	Public
58	Laxmanbhai Rajabhai Kikani	AGTPK1267E	Public	Public
59	Dinesh Panchabhai Senta	DOVPS2576P	Public	Public
60	Mayaben Madhavbhai Pateliya	DXZPP8311L	Public	Public
61	Jitubhai Merabhai Pateliya	CXSPP6540B	Public	Public
62	Pinakinbhai I Vora	AFDPV2112G	Public	Public
63	Nikhil I Vora	AFPPV2553P	Public	Public
64	Mina Indubhai Vora	ABGPV3505N	Public	Public
65	Ronak Vijaybhai Shah Huf	AAZHR3160D	Public	Public
66	Vikas Ghisulal Darji	ALGPD3176M	Public	Public
67	Gangadhar Shivgonda Navnale	ACOPN2752Q	Public	Public
68	Sonalben Sunilbhai Budheliya	BZJPB2729J	Public	Public
69	Pahal Kaushik Gohel	EPBPG7493P	Public	Public
70	Hiren Kishorbhai Parekh	AHLPP5209N	Public	Public
7	Gohel Vrusha Kaushik	EASPG4573A	Public	Public
72	Pankaj Kantilal Parmar	AQLPP3380R	Public	Public
73	Yasha Nirav Vora	BNEPS6332R	Public	Public
74	Shweta Paragbhai Thakkar	BTTPT1466N	Public	Public
75	Keyur Sureshkumar Parmar	BDEPP1396L	Public	Public
76	Kinjalben Ravibhai Vithlani	AXCPV8184F	Public	Public
77	Nandaben Prakashbhai Sheth	AQLPS4888B	Public	Public
78	Ramchand Ghnshamdas Madhrani	HXWPM9035B	Public	Public
79	Anilkumar Gohil	ACCPG0268J	Public	Public
80	Hitesh Pravinchandra Shah Huf	AACHH7121K	Public	Public
81	Shukla Jinny Darshanbhai	ATHPS9622C	Public	Public
82	Kiran A Raval	BTGPR1554J	Public	Public
83	Pratik Tanna	AOIPT4947H	Public	Public
84	Roshniben Niravbhai Rajani	DQZPR8797B	Public	Public
85	Bharatbhai Jinabhai Kambad	CATPK0629N	Public	Public
86	Pinal Kishorbhai Thakkar	ABWPT5427B	Public	Public
87	Harshil Dipakbhai Vora	AFLPV0748Q	Public	Public
88	Parth Niranjanbhai Shah	BFDPS8652B	Public	Public
89	Jenil Alpeshbhai Shah	KISPS6799Q	Public	Public
90	Mr. Ruchit Andhariya	BZJPA4984N	Public	Public
91	Ms. Sakshi Kaushikkumar Modi	CSRPM6364E	Public	Public

92	Mrs. Hansa Ghodasara	APRPP4230K	Public	Public
93	Khambhayata Bilvisha Jigneshbhai	MYIPK1890E	Public	Public
94	Siddhrajsinh Ashoksinh Gohil	BUWPG6490H	Public	Public
95	Shah Vaibhav Mahendrabhai	MGSPS0687R	Public	Public
96	Kartik C Dholakiya	AVAPD3672Q	Public	Public
97	Heenaben H Thanay	AICPT6867C	Public	Public
98	Jadeja Jayshriba Rushirajsinh	BCCPJ0618Q	Public	Public
99	Desai Foram Dhruven	FMWPD3645F	Public	Public
100	Vipul J Shah	CDLPS1539L	Public	Public
101	Pushpaben Dilipbhai Kachiya	ASNPK9174A	Public	Public
102	Dipaben Kishorbhai Mendapara	DTCPM5483F	Public	Public
103	Kantaben Karshanbhai Kachiya	PRKPK8864G	Public	Public
104	Bhaveshbhai Gopalbhai Ramani	ASTPR3681F	Public	Public
105	Kiran A Raval	BTGPR1554J	Public	Public
106	Madhviben Jagdishbhai Bhanderi	BIJPB0733K	Public	Public
107	Ravi Mansukhbhai Khunt	EIVPK3809Q	Public	Public
108	Nilesh Mansukhlal Shah	AFGPS1314C	Public	Public
109	Tusharkant Manshukhlal Shah	AFGPS1316A	Public	Public
110	Mr Mehta Chimanlal Jagjivandas	AKKPM1940R	Public	Public
111	Mrs Khushbu Naitik Shah	CQBPS5636M	Public	Public
112	Mrs Mehta Darshita Divyesh	DJNPS1515P	Public	Public
113	Mrs Kinjalben V Shah	EAAPS7331Q	Public	Public
114	Gauravbhai Shah	AWDPS9028D	Public	Public
115	Nileshbhai Jaysuhkhlal Shah	AGBPS8708G	Public	Public
116	Mr Mustak Ahemad R Saiyad	BIXPS3882A	Public	Public
117	Renuka Arvindkumar Deora	AFNPD8033N	Public	Public

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No.1 in the accompanying notice for your approval. Except Mr. Shaileshkumar Jayantkumar Parekh, Mrs. Chetankumar Shaileshkumar Parekh and Mrs Priyavanda Sudhir Parekh, none of the Directors or Key Managerial Personnel(s) of the Company or their relatives, are concerned or interested 'financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

Item No. 2: To Offer, Issue and Allot Equity Shares (Other Than Cash) On A Preferential Basis

The Members are hereby informed that the Board in its meeting held on 27th February, 2025, has decided to repay outstanding due of creditor namely M/s. Octagon Infratech Limited Amount Rs.2,84,40,950/- and settle accounts by issuing 17,77,000 Equity Shares at Rs.16/- Per Shares.

The Company has proposed to allot its equity shares to the Creditor of the Company being the payment towards the Outstanding dues. For that, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash. Accordingly, the Board pursuant to its resolution dated 27th February, 2025, has approved the issue of up to 17,77,000 (Seventeen Lacs Seventy-Seven Thousand) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 5/- (Rupees Five Only) each at a price of Rs. 16/- (Rupees Sixteen Only) per Equity Share (including a premium of Rs. 11/- (Rupees Eleven Only) per share ('Preferential Allotment Price') to the Proposed Allottees for a consideration other than cash. Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees. Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including the date of passing of the Board resolution:

   The Board, pursuant to its resolution dated 27th February, 2025, has approved the proposed preferential issue of up to 17,77,000 (Seventeen Lacs Seventy-Seven Thousand) Equity Shares at a price of Rs. 16/- (Rupees Sixteen Only) per Equity Share (including a premium of Rs. 11/- (Rupees Eleven Only) per share, for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. Objects of the preferential issue:

   The Company has decided to discharge all outstanding dues to the Proposed Allottees ("the Creditors") for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued

   The Company has agreed to issue up 17,77,000 (Seventeen Lacs Seventy-Seven Thousand) Equity Shares at a price of Rs. 16/- (Rupees Sixteen Only) per Equity Share (including a premium of Rs. 11/- (Rupees Eleven Only) per share, for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. The basis on which the price has been arrived at and Justification of Price (including premium, if any):

   The Company is listed on BSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. For the purpose of computation of the price per Equity Share, the BSE Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. The Floor Price of Rs. 16/- (Rupees Sixteen Only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher than the following:

   a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ('BSE') preceding the Relevant Date: i.e. Rs.15.62/- per Equity Shares;

   b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ('BSE') preceding the Relevant Date: i.e. Rs.14.38/- per Equity Shares.

5. The price or price band at/within which the allotment is proposed

   The price per Equity Share to be issued is fixed at Rs.16/- which consists of Rs. 5/- as Face Value and Rs. 11/- as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of the determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

   The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Tuesday, 04th March, 2025, being the date 30 days prior to the date of General Meeting.

7. The pre-issue and post-issue shareholding pattern of the Company:

   The pre-issue shareholding pattern of the Company as on February 21, 2025, and the post-issue shareholding pattern (considering full allotment of shares issued on a preferential basis) are mentioned hereinbelow:

Sr. No.	Category	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
		Pre-Holding		Post-Holding	
(A)	**Promoter and Promoter Group**				
1.	Indian				
	Individuals/Hindu Undivided Family	1632273	11.46	4000000	13.43
	Bodies Corporate	-	-	1777000	5.97
	Sub Total(A)(1)	-	-	-	-
2.	Foreign	-	-	-	-
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)		1632273	11.46	4000000	19.40
(B)					
1	Institutions				
	Mutual Funds	-	-	-	
	Financial Institutions/Banks	-	-	-	-
	Provident Funds/ Pension Funds	-	-	-	-
	Any other (Specify)				
	Sub Total (B) (1)				
2	Non-Institutions				
	i)Individuals	11838083	83.11	22641356	76.04
	ii)Clearing Member	11800	0.08	11800	0.04
	iii) Bodies Corporate	343515	2.41	343515	1.15
	*Non-Resident Indians	85376	0.60	85376	0.29
	HUF	166331	1.17	751331	2.52
	LLP	51000	0.36	51000	0.17
	Trusts	0	0	0	0.00
	Unclaimed or Escrow account	115622	0.81	115622	0.39
	Sub Total (B) (2)	12611727	88.54	24000000	80.60
Total Public Shareholding (B)=(B)(1) + (B)(2)		12611727	88.54	24000000	80.60
Total(A)+(B)		14244000	100	29777000	100

8. Name and address of valuer who performed valuation

   The Valuation made by independent Valuer Mr. Hardik Vikrambhai Patel, IBBI Registration no. IBBI/RV/06/2020/12778. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the last date of e-voting and the same may be accessed on the Company's website at the www.gujcotex.com

9. The amount which the Company intends to raise by way of such securities

   The shares are being allotted for a consideration other than cash as part of the consideration payable for the settlement of Outstanding dues as mentioned above.

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc

    The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs.16/- per share at a premium of Rs.11/- per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards Outstanding dues payable by the Company. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. The class or classes of persons to whom the allotment is proposed to be made

    The aforementioned allotment, if approved, is proposed to be made to non-promoter. However, after allotment of shares, the Category of Proposed Allottees will be change and convert into Promoter Group.

12. The intention of Promoters, Directors or Key Managerial Personnel and senior management to subscribe to the offer.

    The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors, Key Managerial Personnel and Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment. However, after allotment of shares, the Category of Proposed Allottees will be change and convert into Promoter Group.

13. The proposed time within which the allotment shall be completed

    As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

14. The change in control, if any, in the Company that would occur consequent to the preferential offer

    There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

    During the year, no preferential allotment of any securities has been made to any person

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

    The Company proposes to discharge the total Outstanding due towards Creditor namely M/s. Octagon Infratech Limited considering amount of Rs.2,84,40,950/- by issuing 17,77,000 Equity Shares for consideration other than cash on a preferential basis.

    The valuation of the same is based on the independent valuation report received from Mr. Hardik Vikrambhai Patel, a Registered Valuer (Reg. No. IBBI Registration no. IBBI/RV/06/2020/12778) having his office at Surat in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

17. Lock-in Period

    The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

18. Listing

    The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

19. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Name of the proposed Allottees	Category	Present pre-issue shareholding		Post issue shareholding		Ultimate beneficial owners
		Pre-issue holding	% of Total Equity Capital	Post-issue holding	% of Total Equity Capital	
Octagon Infratech Limited	Public	-	-	17,77,000	5.97%	Shaileshkumar Jayantkumar Parekh

20. The current and proposed status of the Allottees post the preferential issues namely, promoter or non-promoter.

Name of the proposed Allottees	Current Status	Post Status
Octagon Infratech Limited	Public	Promoter

21. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

22. Undertaking

a) Neither the Company nor any of its Directors and/or Promoters have been declared as wilful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

b) Neither the Company nor any of its directors and/or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

d) The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

For Gujarat Cotex Limited

Sd/-
Shweta Naresh Kumar Temani
Company Secretary and Compliance Officer

Date: 27/02/2025
Place: Silvassa

Outlook

RE: NOTICE OF POSTAL BALLOT OF MEMBER OF GUJARAT COTEX LIMITED

From Green Initiative <GreenInitiative@cdslindia.com>
Date Mon 03-Mar-25 14:53
To Shailesh Parekh <jayprabha@hotmail.com>
Cc Himanshu Khatri /BD/AHMEDABAD <HimanshuK@cdslindia.com>; Utpal Shah /BD/AHMEDABAD <UtpalS@cdslindia.com>

Dear Sir/Madam,
We completed the emailing process to Shareholders of Gujarat Cotex Limited on 03 March 2025.

Prathmesh Kalgoankar
Central Depository Services India Ltd.
Marathon Futurex, 35TH Floor, N M Joshi Marg, Lower Parel ,
Mumbai – 400 013
Contact – 9594860166 / 022 – 6234 3623

CDSL Convenient • Dependable • Secure | 25TH YEAR Empowering Atmanirbharta

---

From: Shailesh Parekh <jayprabha@hotmail.com>
Sent: Monday, March 3, 2025 12:25 PM
To: Green Initiative <GreenInitiative@cdslindia.com>
Cc: Himanshu Khatri /BD/AHMEDABAD <HimanshuK@cdslindia.com>; Utpal Shah /BD/AHMEDABAD <UtpalS@cdslindia.com>
Subject: Re: NOTICE OF POSTAL BALLOT OF MEMBER OF GUJARAT COTEX LIMITED

Yes, I approve.

Gujarat Cotex Ltd.,
2007 SHANKAR PLAZA,
BESIDES SURAT PEOPLE'S BANK,
TIMBILIYAWAD, NANPURA,
SURAT-395001. (GUJ.) INDIA.
??
PH: 91-261-2471788. FAX: 91-261-2463238.

From: Green Initiative <GreenInitiative@cdslindia.com>
Sent: Monday, March 3, 2025 12:21
To: Shailesh Parekh <jayprabha@hotmail.com>
Cc: Himanshu Khatri /BD/AHMEDABAD <HimanshuK@cdslindia.com>; Utpal Shah /BD/AHMEDABAD

<UtpalS@cdslindia.com>
Subject: RE: NOTICE OF POSTAL BALLOT OF MEMBER OF GUJARAT COTEX LIMITED

Dear Sir/Madam,
Please refer to the draft for your review, and we request that you confirm the same.

Prathmesh Kalgoankar
Central Depository Services India Ltd.
Marathon Futurex, 35TH Floor, N M Joshi Marg, Lower Parel ,
Mumbai – 400 013
Contact – 9594860166 / 022 – 6234 3623

CDSL Convenient • Dependable • Secure | 25TH YEAR Empowering Atmanirbharta

---

From: Shailesh Parekh <jayprabha@hotmail.com>
Sent: Saturday, March 1, 2025 3:56 PM
To: Himanshu Khatri /BD/AHMEDABAD <HimanshuK@cdslindia.com>; Green Initiative <GreenInitiative@cdslindia.com>
Subject: NOTICE OF POSTAL BALLOT OF MEMBER OF GUJARAT COTEX LIMITED

URGENT

Dear Sir,

Kindly find attached Benpos as on 21.02.2025, Notice of Postal Ballot and Draft of Email Intimation to the shareholders.

Request you to send an email to the shareholders as early as possible.

If you require any other documents kindly let us know.

Thank you,

Gujarat Cotex Ltd.,
2007 SHANKAR PLAZA,
BESIDES SURAT PEOPLE'S BANK,
TIMBILIYAWAD, NANPURA,
SURAT-395001. (GUJ.) INDIA.
??
PH: 91-261-2471788. FAX: 91-261-2463238.