

TEXVALLEY

PRICE-LESS MARKETPLACE

9th Annual Report

2022-23



NH 544, Salem – Cochin National Highway, Gangapuram,
Near Chithode, Erode – 638 102. Tamilnadu, India.

www.texvalleyindia.com

NOTICE is hereby given that the 9th Annual General Meeting of Texvalley Market Limited will be held on Friday the 29th day of December 2023 at 11:30 am at Texvalley Market Limited, NH 544, Salem - Cochin Highway, Gangapuram, Chithode, Erode, Tamil Nadu 638102 to transact the following business:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement for the financial year ended 31st March 2023 including the Balance Sheet as at 31st March 2023, Statement of Profit & Loss Account including the Cash Flow Statement including Consolidated Financial Statements as on that date together with the Boards' Report and Auditors' Report thereon.
2. To consider the re-appointment of Mr. P. Periaswamy, Director [DIN. 01731467] who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

To consider, and if thought fit, to pass with or without modification(s), the following resolution as special resolution.

“RESOLVED THAT as per Article 4 of the Articles of Association of the Company and in accordance with Section 62(1)(c) read with Rules 13 of Companies (Share Capital and Debentures) Rules, 2014, and Section 42 of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions of the Companies Act 2013, approval of members be and is hereby accorded for the issue of 1,11,22,402 Compulsorily Convertible Preference Shares (CCPS) (ZERO Coupon) of Rs.10/- each (Rupees Ten Only) at a premium of Rs. 2.03 /- amounting to Rs. 13,38,02,498 (Rupees Thirteen crores Thirty-Eight Lakhs Two Thousand Four Hundred and Ninety-Eight Only) on a preferential basis to Mr.P.Peryaswamy, Mr.P.Raajashekar and Mr. C. Devarajan who are the promoters and existing shareholders of the Company against their unsecured loan as detailed herein:

Name of the shareholder	Number of CCPS to be issued against unsecured loan	Amount of unsecured loan to be adjusted against the issue of CCPS
Mr.P.Periyaswamy	19,92,072	Rs. 2,39,64,627
Mr.P.Raajashekar	33,20,120	Rs. 3,99,41,044
Mr. C. Devarajan	58,10,210	Rs. 6,98,96,827
TOTAL	1,11,22,402	Rs. 13,38,02,498

“RESOLVED FURTHER THAT the CCPS do not carry any dividend rights and that every CCPS will be converted into equity in the ratio of 1:1 disregarding the premium component if any paid without further payment of any sum for such conversion upon the conditions in the Comprehensive Unit Holders Agreement or within 20 years for the date of issue whichever is earlier and that the CCPS will not have any voting rights”

“RESOLVED FURTHER THAT the CCPS would be entitled to participate in the surplus funds of the company on winding which may remain after the entire capital has been repaid along with the equity shares.”

RESOLVED FURTHER THAT Mr.D.P.Kumar Director and/or Mr.P. Raajashekar, Managing Director of the company be and are hereby severally authorized to make an entry in the Register of Members and authenticate the said Register of Members as and when issued”

Place: Erode

For and on behalf of the Board of Directors,

Sd/-

P. Raajashekar
Managing Director
[DIN: 01729618]

Date: 07/12/2023

NOTES:

- a. The Company had applied for extension of time for conducting the Annual General Meeting with the Registrar of Companies, Coimbatore and had obtained extension for conducting the Annual General Meeting for a period of 3 months. Hence, the Annual General Meeting is held on 29th December, 2023.
- b. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead and a proxy need not be a member of the company.
- c. A proxy in order to be effective must reach 48 hours before the commencement of the meeting to the Registered Office of the Company.
- d. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- e. Statement of Material Facts as per Section 102 of the Companies Act, 2013 is attached.
- f. The shareholders whose name appear in the Register of Members as on 1st December, 2023 is recognized for sending the annual reports. Any person who becomes shareholder after 1st December 2023 can get the copy of annual report by requesting through mail id : accounts@texvalley.info (or) contacting CS. Preethi Suresh, Secretarial Department, through cs@texvalley.info. Those shareholders who have not submitted their email ids shall receive the Annual reports through the Post. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2022-23 will be available on the Company's website at the weblink: <https://www.texvalleyindia.com/annual-reports>
- g. Only those members of the company who are holding shares, as on the cut-off date i.e., Friday, 15th December 2023, will be eligible to attend and exercise their vote at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- h. Members are requested to sign at the space provided on the attendance slip and hand it over at the entrance of the meeting hall.
- i. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- j. The attendance slip, proxy form and route map has been attached herewith as Annexures

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3:

- i. Your company has been established by Erode Textile Mall for the purpose of controlling and managing the Mart Project. Erode Textile Mall was established as a Special Purpose Vehicle for the growth of power loom sector providing world-class infrastructure for the marketing of textile products under the Power loom Cluster Development Scheme of the Ministry of Textiles of the Government of India as per Guidelines of Comprehensive Power Loom Cluster Development Scheme (CPCDS) in the name and style of “Texvalley Project”.
- ii. The Project consists of one major project involving the construction of such number of Units known as the “Mart Project” and a subsidiary project involving the construction of row shops for daily or weekly use by traders of textile goods known as the “Weekly Market Project”. As per the project structure the “Mart Project” will be controlled, run and managed by the Company incorporated for this purpose, i.e., Texvalley Market Limited and the other project “Weekly Market Project” will be controlled, run and managed by Texvalley Weekly Market Limited. The “Mart Project” will consist of units for in which permitted business activity to be carried by the Unit Holder (s). For effectively managing the affairs of the company the units are tagged with the shares and any person in order to become a unitholder should be a shareholder in the Company holding such number of equity shares and Compulsorily Convertible Preference Shares (CCPS). The Equity shares and CCPS are issued by the Company to the unit holders who are establishing units in the mall.
- iii. Your Company has proposed to issue CCPS to Mr. P. Priyaswamy, P. Raajashekar and Mr. C. Devarajan against their unsecured loan lying in the books of accounts of the company. This will enable the aforesaid allottees to transfer the units to the proposed buyers who are proposing to purchase units.
- iv. For the issue of CCPS special resolution is necessary. As per Section 62 of the Companies Act, 2013 read with Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 and Section 42 of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules 2014. Hence, the item No.3 is placed for approval by members by way of Special Resolution.

Following are the disclosures made as per Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules 2014.

a. the size of the issue and number of preference shares to be issued and nominal value of each share;

1,11,22,402 Compulsorily Convertible Preference Shares (CCPS) (ZERO Coupon) of nominal value Rs.10/- each (Rupees Ten Only) amounting to Rs. 11,12,24,020 (Rupees Eleven Crores Twelve Lakhs Twenty-Four Thousand and Twenty Only) at a premium of Rs.2.03 (Rupees Two and Three paise) amounting to Rs. 13,38,02,498 (Rupees

Thirteen crores Thirty-Eight Lakhs Two Thousand Four Hundred and Ninety-Eight Only) to the existing shareholders as specified below on a preferential basis:

Name of the shareholder	Amount of unsecured loan adjusted	Number of CCPS to be issued against unsecured loan
Mr.P.Periyaswamy	Rs. 2,39,64,627	19,92,072
Mr.P.Raajashekar	Rs. 3,99,41,044	33,20,120
Mr. C. Devarajan	Rs. 6,98,96,827	58,10,210

The shares are issued at a premium as per the valuation report given by the registered valuer. The valuation report will be placed at the venue of the meeting for the reference of members.

b. the nature of such shares i.e., cumulative or non - cumulative, participating or non - participating, convertible or non – convertible

(Zero Coupon) Compulsorily Convertible Preference Shares.

c. the objectives of the issue

The object of the offer is to raise capital for the growth of the business and as stated in Item No.1 above

d. the manner of issue of shares;

The CCPS to be issued on a preferential basis is at a premium as per the valuation report issued by the Registered Valuer.

e. the price at which such shares are proposed to be issued and the basis on which the price has been arrived at;

The price at which CCPS are proposed to be issued is at a premium of Rs.2.03 for every Rs.10/- CCPS in terms of the valuation report is obtained from CS B Veena (IBBI/RV/06/2019/10799) The valuation report will be placed at the venue of the meeting for reference of members.

f. the terms of issue, including terms and rate of dividend on each share, etc.;

The issue of CCPS is as per the project structure and in accordance with the Comprehensive Unit Holders Acquisition Agreement. The CCPS does not carry any dividends.

g. the terms of redemption, including the tenure of redemption, redemption of shares at a premium and if the preference shares are convertible, the terms of conversion;

The CCPS is convertible as per the terms agreed by the Comprehensive Unit Holders Acquisition Agreement or within 20 years from the date of issue whichever is earlier.

h. the manner and modes of redemption;

The CCPS will be converted into equity in the ratio of 1:1 disregarding the premium component without any further payment of any sum for such conversion upon the condition specified in the proposed Comprehensive Unit Holders Acquisition Agreement or within 20 years for the date of issue whichever is earlier

i. the current shareholding pattern of the company;

Sr . No	Category	Pre-Issue				Post Issue			
		No. of Preference Shares held	% of shareholding	No. of equity shares held	% of shareholding	No. of Preference Shares held	% of Share Holding	No. of equity shares held	% of share holding
A	Promoters' holding:	----	----	----	----	----	----	----	----
	Indian:								
	Individual	11815764	8.24%	4026824	50.33%	22938166	14.84%	4026824	50.33%
1.	Bodies Corporate	----	----	----	----	----	----	----	----
	Sub Total	----	----	----	----	----	----	----	----
	Foreign Promoters	----	----	----	----	----	----	----	----
	Sub Total (A)	11815764	8.24%	4026824	50.33%	22938166	14.84%	4026824	50.33%
B	Non-Promoters' holding:	----	----	----	----	----	----	----	----
1.	Institutional Investors	----	----	----	----	----	----	----	----
2.	Non-Institution:	----	----	----	----	----	----	----	----
3.	Private Corporate Bodies	----	----	----	----	----	----	----	----
4.	Directors and Relatives	20584744	14.35%	620496	7.75%	20584744	13.32%	620496	7.75%
5.	Indian Public	111058014	77.41%	3352680	41.92%	111058014	71.84%	3352680	41.92%
6.	Others (Including NRIs)	----	----	----	----	----	----	----	----
	Sub Total(B)	131642758	91.76%	3973176	49.67%	131642758	85.16%	3973176	49.67%
	GRAND TOTAL	143458522	100%	8000000	100%	154580924	100%	8000000	100%

j. the expected dilution in equity share capital upon conversion of preference shares.

The entire CCPS will become the equity and as such there will not be any dilution in the equity shares since the unitholders will be issued the equity shares at a 1:1 ratio against their CCPS.

Following are the additional disclosures made Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 since the issue of preference shares is convertible preference shares which are not required to be disclosed as per above-said Rule 9 Companies (Share Capital and Debentures) Rules 2014.

- i. the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

Sl. No	Name of the Shareholder	% of the post preferential issue
1	Mr. P.Periyaswamy	4.06%
2	Mr. P.Raajashekar	6.47%
3	Mr. C Devarajan	4.31%

- ii. the change in control, if any, in the company that would occur consequent to the preferential offer;

NIL

- iii. 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;

NIL

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

Not applicable.

- v. The pre-issue and post issue shareholding pattern of the company:

Sr. No	Category	Pre-Issue				Post Issue			
		No. of Preference Shares held	% of share holding	No. of equity shares held	% of share holding	No. of Preference Shares held	% of Share holding	No. of equity shares held	% of share holding
A	Promoters' holding:	---	---	---	---	---	---	---	---
	Indian:								
	Individual	11815764	8.24%	4026824	50.33%	22938166	14.84%	4026824	50.33%
1.	Bodies Corporate	---	---	---	---	---	---	---	---
	Sub Total	---	---	---	---	---	---	---	---
	Foreign Promoters	---	---	---	---	---	---	---	---
	Sub Total (A)	11815764	8.24%	4026824	50.33%	22938166	14.84%	4026824	50.33%

B	Non-Promoters' holding:	---	---	---	---	---	---	---	---
1.	Institutional Investors	---	---	---	---	---	---	---	---
2.	Non-Institution:	---	---	---	---	---	---	---	---
3.	Private Corporate Bodies	---	---	---	---	---	---	---	---
4.	Directors and Relatives	20584744	14.35%	620496	7.75%	20584744	13.32%	620496	7.75%
5.	Indian Public	111058014	77.41%	3352680	41.92%	111058014	71.84%	3352680	41.92%
6.	Others (Including NRIs)								
	Sub Total(B)	131642758	91.76%	3973176	49.67%	131642758	85.16%	3973176	49.67%
	GRAND TOTAL	143458522	100%	8000000	100%	154580924	100%	8000000	100%

Copy of the Comprehensive Unit Acquisition Agreement is available for inspection at the office of the company for members to inspect.

As per the amendment to the Rule 13 Issue of shares on the preferential basis under Companies (Share Capital and Debentures) Rules, 2014 the requirement of preparing and issue of Form No. PAS -4 and the filing of the same along with a complete record of private placement offer in Form No.PAS-05 with the Registrar of Companies has been exempted if made to the existing members of the company. The proposed preferential offer of CCPS is made only to the existing members of the company and hence the requirement of issue of PAS-04, filing of the same along with the complete record of private placement offer in Form No.5 with Registrar of companies do not arise. Any fractional entitlement is rounded off to the next whole number.

All the directors, KMP and the directors to whom the proposed allotments are to be made are interested/concerned in the proposed resolution except the independent directors.

Place: Erode

For and on behalf of the Board of Directors,

Sd/-

P. Raajashekar
Managing Director
[DIN: 01729618]

Date: 07/12/2023

BOARD'S REPORT

Dear Members,

Your directors are delighted to present the 9th Annual Report together with audited accounts of your Company for the period from 01st April 2022 to 31st March 2023.

FINANCIAL RESULTS (STANDALONE)

The Board's Report is prepared based on the stand-alone financial statements of the company.
Rs. in '000'

PARTICULARS	FY 2022 - 2023	FY 2021 - 2022
Turnover	183863.00	151417.00
Depreciation	186.00	10.00
Net Profit / Loss	(29528.00)	(542.00)

PERFORMANCE OF THE COMPANY:

During the year end under review your company sold 207 units (shops). As on today more than 797 shops are being occupied and business has been going on. There is increase in the number of visitors to the mall which is certainly helping the company to have a better reach among general public. The is also helping the shops to have good business. Your management is making constant efforts to give reach to a greater number of general public to help the shop owners to have better business which is help the company to improve the occupancy of shops in the years to come.

STATE OF AFFAIRS AND ITS FUTURE PROSPECTS:

Your company was established as a special purpose business vehicle by Erode Textile Mall Private Limited, a company engaged in establishing a Textile Market Complex for the growth of the power loom sector providing world-class infrastructure for the marketing of textile products under the power loom cluster development scheme of the Ministry of Textiles of Government of India. The Company generates revenues from sources like commissions on the marketing of units etc.

Your company is trying to reach out to have more established brands to have their shops established in the mall thereby attracting smaller brands and providing a platform to them. This will help the Company to have an increase in the footfall leading to the increase in the business.

DIVIDEND:

Your company has not declared any dividend since there is loss in the Company.

RESERVES:

Your company has not transferred any amount to the Reserves since there is loss in the company during the year under review.

DEPOSITS:

Your company has neither accepted nor renewed any deposits during the year under review except that the company has taken an unsecured loan from the directors. The directors have given declaration stating that the funds so provided are from their own account and not taken from any outsider.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your company has not declared any dividend in the previous years and hence the transfer of unclaimed dividend amount transferred to the Investor Education and Protection Fund (IEPF), does not arise.

DETAILS OF HOLDING COMPANY:

Your company is not a subsidiary of any company.

DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

Erode Textile Mall Private Limited is wholly owned subsidiary company of your company. Texvalley Weekly Market Limited is an Associate Company of your company.

Your company has no Joint venture.

Pursuant to Section 129 (3) of the Companies Act, 2013 read with Rule (5) of the Companies (Accounts) Rules, 2014 a statement containing salient features of the financial statements of the Company's Subsidiaries and Company's Associate in Form No.AOC-1 is attached as **Annexure No.1** to this report. There are no joint venture companies during the year under review.

i. Erode Textile Mall Private Limited:

During the year under review the wholly owned subsidiary earned a turnover of Rs. 7,85,17,000 and incurred a loss of Rs.1,61,96,000.

ii. Texvalley Weekly Market Limited

Texvalley Weekly Market Limited could not generate any revenue during the year under review.

STATUTORY AUDITORS:

Mr. S. Deepak (Membership No. 216886) Chartered Accountants, Erode - 638003, is statutory auditor of the company who is holding office until the conclusion of the AGM of the Company to be held in the year 2025.

EXPLANATION TO QUALIFICATION OF AUDITORS AND FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12), OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

During the year under review there are no qualifications reported by the auditor in his report. No incident of fraud reported by the auditor in his report during the year under review.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO QUALIFICATION OF SECRETARIAL AUDITOR REPORTED IN THE SECRETARIAL AUDIT REPORT PURSUANT TO SECTION 204 OF THE COMPANIES ACT

The Secretarial Audit Report is attached as **Annexure No.3:**

The secretarial Auditor in its report has stated that one of the Independent Director is yet to complete the online proficiency self – assessment test.

Your company takes note of the same and shall take measures to ensure the compliance with the same.

DEMAT OF SHARES:

The ISIN number is INE05QF01013, Facility for demat is available in National Securities Depository Limited (NSDL) for enabling demat of shares.

INTERNAL AUDITOR:

Ms. Preethi Suresh (Membership No. F12189), the whole-time company secretary of the company was appointed as the internal auditor as per the provisions of Section 138 of Companies Act 2013.

COMPLIANCE UNDER COMPANIES ACT, 2013:

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

CHANGE IN NATURE OF BUSINESS:

There is no change in the nature of business.

MATERIAL CHANGES AND COMMITMENTS AND EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

No material change and commitments affecting the financial position of the company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DIRECTORS, CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There are no changes in the Directors and Key Managerial Personnel during the year review except that Mr. P. Reriyaswamy, Director is retiring by rotation and who being eligible has offered himself of re-appointment in the ensuing Annual General Meeting.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There are no employees in the company who are receiving remuneration of Rs 8.5 Lakhs per month or 1.02 crores per annum pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) & Rule 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

DECLARATION BY INDEPENDENT DIRECTORS

In accordance with Section 149(7) of the Companies Act, 2013, Mr. Lingamurthy Saravanan and Mr. Duraiswamy Nandakumar Independent Directors have given written declaration to the Company confirming that they meet the criteria of independence as prescribed under the Act.

WOMEN DIRECTOR:

The Company is required to appoint a woman Director as per the provisions of the Act. Pursuant to the provisions of Section 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, Ms. Dhanalakshmi Periyaswamy, DIN - 08992584 is appointed as the Woman Director in the Board of Directors of the Company.

MEETINGS AND ATTENDANCE OF BOARD AND COMMITTEES

(i) BOARD MEETINGS HELD DURING THE YEAR

During the year under review, 10 meetings of the board of directors were held during the year.

(ii) AUDIT COMMITTEE & ITS MEETINGS:

The composition of Audit Committee as under :

Sl.No	Name of the director
1	Mr. P. Raajashekar
2	Mr. Lingamurthy Saravanan
3	Mr. Duraiswamy Nandakumar

Three (03) meetings of the committee were held during the year. All the directors were present at all the meetings.

There were No recommendations of Audit Committee which were not accepted by the Board of directors.

(iii) NOMINATION AND REMUNERATION COMMITTEE& ITS MEETINGS

The composition of Nomination and Remuneration Committee as under :

Sl.No	Name of the director
1	Mr. D.P.Kumar
2	Mr. Lingamurthy Saravanan
3	Mr. Duraiswamy Nandakumar

Two (02) meetings of the committee were held during the year. All the directors were present at all the meetings.

REMUNERATION POLICY AND CRITERIA FOR SELECTION AND TERMS FOR APPOINTMENT, REMOVAL AND RETIREMENT OF DIRECTORS:

The Company's Policy relating to appointment of directors, payment of remuneration, directors qualifications, positive attributes, independence of directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 may be accessed in the Company's website at <https://www.texvalleyindia.com/media-download/>

EVALUATION OF BOARD OF DIRECTORS

In compliance with Rule 8(4) of Companies (Accounts) Rules, 2014 The evaluation of the Board of Directors was carried out by the Board and it was satisfied with the effectiveness of the Board processes and its conduct.

ANNUAL RETURN:

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, ,2013 copy of the Annual Return of the Company is placed on the website of the Company and is accessible at the web link <https://www.texvalleyindia.com/annual-reports>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The company has granted inter-corporate deposit to its wholly-owned subsidiary which is exempt from the compliances under Section 186 of the Companies Act, 2013. Your company has not given any guarantee or provided any security or made any investment during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, the company has entered into transactions with related parties which are in arm's length and ordinary course of business. A statement containing details of Related Party Transaction has been provided in Form No.AOC-02 as **Annexure No. 2** to this report.

COST AUDIT AND MAINTENANCE OF COST RECORDS

Provisions with respect to maintenance of cost records and cost audit is not applicable to the company.

VIGIL MECHANISM

During the year under review, the provisions of Section 177(9) of Companies Act 2013 with respect to Vigil Mechanism is not applicable to the company.

RISK MANAGEMENT POLICY

Your company has a Risk Management policy to assess and ensure that the risk mitigation plans are in place and validates its status regularly.

EVALUATION OF BOARD OF DIRECTORS

In compliance with Rule 8(4) of Companies (Accounts) Rules, 2014 The evaluation of the Board of Directors was carried out by the Board and it was satisfied with the effectiveness of the Board processes and its conduct.

CORPORATE SOCIAL RESPONSIBILITY:

During the year under review, the provision of Corporate Social Responsibility does not apply to the company and hence the need for having a Policy and a committee is not applicable

ADEQUACY OF INTERNAL CONTROLS:

The company has adequate internal control systems commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by statutory auditors covering key business areas. Significant audit observations are taken up and follow up actions are done.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE:

The Company is committed to providing and promoting a safe, healthy and pleasant atmosphere irrespective of gender or social class of the employees. The Company has in place the requisites policy and Internal Committee as envisaged, in the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress, complaints if any, received regarding sexual harassment. No complaints on the issues covered by the said act were reported to the internal committee during the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

- i. the Steps taken or impact on conservation of energy - NIL
- ii. the steps taken by the company for utilising alternate source of energy - NIL
- iii. the capital investment on energy conservation equipments – NIL

B) Technology Absorption:

- i. the efforts made towards technology absorption - NIL
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution - NIL
 - a. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) the details of technology imported - **NIL**
 - b. the year of import - **NIL**
 - c. whether the technology been fully absorbed - **NIL**
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof – **NIL**
- and
- iii. the expenditure incurred on Research and Development – NIL

C. Foreign Exchange earnings and Outgo:

Foreign Earnings : Nil
Foreign Outgo : Nil

DIRECTORS' RESPONSIBILITY STATEMENTS STIPULATED IN SECTION 134 (5) OF THE COMPANIES ACT, 2013 YOUR DIRECTORS CONFIRM THAT.

- (i) Your Directors have followed the applicable accounting standards in the preparation of annual accounts;
- (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 at the end of the financial year and of the 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 this Act 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; and
- (v) 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.

**DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE
INSOLVENCY AND BANKRUPTCY CODE, 2016**

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

COMPLIANCE WITH SECRETARIAL STANDARDS

The company has complied with all SS1 and SS 2 with respect to compliance of calling convening and holding Board meetings and Annual General Meetings.

ACKNOWLEDGEMENTS:

We take the opportunity to express our deep sense of gratitude to Bankers and customers for their continued guidance and support. Your directors would like to record their sincere appreciation of the dedicated efforts put in by employees across all levels of the organization, which have enabled the company to start operations. And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always placed in us.

For and on behalf of the Board of Directors

Date : 07/12/2023

Place : Erode

Sd/-

P. Raajashekar
Managing Director
(DIN: 01729618)

Sd/-

D.P. Kumar
Director
(DIN: 01730462)

Annexure No.1 to Boards Report:**Form AOC-1**

(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts (Rs in ‘000’)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Erode Textile Mall Private Limited
2.	The reporting period for the subsidiary concerned, if different from the holding company’s reporting period	01/04/2022 to 31/03/2023
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4.	Share capital	480000
5.	Reserves & surplus	73235
6.	Total assets	3675969
7.	Total Liabilities	3675969
8.	Investments	457
9.	Turnover	76916
10.	Profit before taxation	-16,196
11.	Provision for taxation	0
12.	Profit after taxation	-16196
13.	Proposed Dividend	0
14.	% of shareholding	99.99%

For and on behalf of the Board of Directors

Date : 07/12/2023
Place : Erode

Sd/-
P. Raajashekar
Managing Director
(DIN: 01729618)

Sd/-
D.P. Kumar
Director
(DIN: 01730462)

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1.	Name of associates/Joint Ventures	Texvalley Weekly Market Limited
2.	Latest audited Balance Sheet Date	31.03.2023
3.	Shares of Associate/Joint Ventures held by the company on the year-end	
4.	No of shares held .	1,00,000
5.	Amount of Investment in Associates/Joint Venture	10,00,000
6.	Extend of Holding%	0
7.	Description of how there is a significant influence	As per Agreement
8.	The reason why the associate/joint venture is not consolidated	NA
9.	Net worth attributable to shareholding as per latest audited Balance Sheet	
10.	Profit/Loss for the year	-3,92,000
i.	Considered in Consolidation	0
ii.	Not Considered in Consolidation	0

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors

Date : 07/12/2023
Place : Erode

Sd/-
P. Raajashekar
Managing Director
(DIN: 01729618)

Sd/-
D.P. Kumar
Director
(DIN: 01730462)

Annexure No.2 to Baords Report

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 arms-length transactions under the third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

a.	Name(s) of the related party and nature of the relationship	--
b.	Nature of contracts/arrangements/transactions	--
c.	Duration of the contracts/arrangements/transactions	--
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	--
e.	Justification for entering into such contracts or arrangements or transactions date(s) of approval by the Board	--
f.	Date of approval by the Board	--
g.	Amount paid as advances, if any	--
h.	The date on which the special resolution was passed in the general meeting as required under the first proviso to section 188	--

2. Details of material contracts or arrangements or transactions at arm's length basis:

a.	Name(s) of the related party and nature of the relationship	Texvalley Weekly Market Limited Common directors holding shares along with relatives of more than 2 % of the equity share capital of the related party being a public company
b.	Nature of contracts/arrangements/transactions	Rent advance repaid by TWML on behalf of the Company
c.	Duration of the contracts/arrangements/transactions	Till the completion of the construction
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Value of Rs. 3,00,00,000 (Three crores)
e.	Date(s) of approval by the Board, if any:	26 th February 2020
f.	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors

Date : 07/12/2023
Place : Erode

Sd/-
P. Raajashekar
Managing Director
(DIN: 01729618)

Sd/-
D.P. Kumar
Director
(DIN: 01730462)

Annexure No.3 to Boards Report:

KSR/CBE/T-139/891/2023-2024

The Members
Texvalley Market Limited
#37, TVS Lotus Building, First Floor,
Sathy Road, Veerappan Chathiram,
Erode-638 003, Tamil Nadu

**Our Secretarial Audit Report of even date of Texvalley Market Limited
("the Company") is to be read along with this letter.**

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We had conducted our audit by examining various records and documents including minutes, registers, certificates and other records received through electronic mode and physical mode as enabled by the company. The management has confirmed that the records provided to us for audit through electronic mode are final, true and correct.
3. Further, our audit report is limited to the verification and reporting of the statutory compliances on laws / regulations / guidelines listed in our report and the same pertain to the financial year ended on 31st March, 2023.
4. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 07/12/2023

Place: Coimbatore

For KSR & Co Company Secretaries LLP

Sd/-

V. R. SANKARANARAYAN

Partner

(FCS: 11684; CP: 11367)

SECRETARIAL AUDIT REPORT

(Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

For the Financial Year ended 31st March, 2023

To,

The Members

Texvalley Market Limited
#37, TVS Lotus Building, First Floor,
Sathy Road, Veerappan Chathiram,
Erode-638 003, Tamil Nadu

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Texvalley Market Limited (CIN: U74900TZ2014PLC020240)** (hereinafter called “the Company”). Secretarial Audit was conducted for the financial year ended on 31st March, 2023 in a manner that provided us reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

On the basis of the above and on our verification of documents, books, papers, minutes, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Audit, we hereby report that in our opinion, the Company has, during the period covered under the Audit as aforesaid, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books and other records maintained by the Company for the financial year ended 31st March, 2023 according to the provisions of the Companies Act, 2013 and the Rules made there under.

The Company being an unlisted public company, Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 do not apply. Further the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made there under also do not apply. The Company has complied with Depositories Act, 1996 and the Regulations and Bye-Laws framed there under to the extent of obtaining ISIN for enabling dematerialisation of securities in terms of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

We have also examined compliance with the applicable clauses of Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

Based on the information and explanation provided, the Company had no transactions during the period covered under the Audit requiring the compliance of the provisions of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- b) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021.
- c) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

On consideration of the business undertaken by the Company, in our opinion, we do not find applicable any specific Law, Rule or Regulation that specifically governs or regulates the business carried on the by the Company during the financial year ended on 31st March, 2023. Hence the question of an audit of the compliance of the same and reporting thereto, did not arise.

We further report that the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. *However, based on the information given by the Company one of the Independent Directors is yet to complete the online proficiency self-assessment test which is mandatory as per Section 149 of the Companies Act, 2013 read with rule 6 of the Companies (Appointment of Directors) Rules, 2014.* Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through and recorded as part of the minutes. No dissenting members' views were found in the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the period covered under the Audit, we are of the opinion that the Company has not performed specific actions having a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, referred to above.

Date: 07/12/2023

Place: Coimbatore

For KSR & Co Company Secretaries LLP

Sd/-

V. R. SANKARANARAYAN

Partner

(FCS: 11684; CP: 11367)

UDIN: F011684E002875017

PR No. 2635/2022

Independent Auditor's Report

To the Members of Texvalley Market Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. I have audited the accompanying standalone financial statements of **T e x v a l l e y M a r k e t L i m i t e d** ('the Company'), which comprise the balance sheet as at 31 March 2023, the statement of profit and loss and the Cash Flow statement for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information.
2. In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Accounting Standards, specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2023, its loss (financial performance) and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

4. Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. I have determined that there are no other key audit matters to communicate in my report.

Information other than the Financial Statements and Auditor's Report thereon

5. **The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and my auditor's report thereon.**

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

In connection with my audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

6. **The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position) and profit or loss (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 the Companies (Accounting Standards) Rules, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.**
7. **In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.**
8. **Those Board of Directors are also responsible for overseeing the Company's financial reporting process.**

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

- 9. My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.**
- 10. As part of an audit in accordance with Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:**
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.**
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.**
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.**
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.**
 - Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.**
- 11. I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings,**

including any significant deficiencies in internal control that we identify during our audit.

- 12. I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.**
- 13. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.**

Report on Other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, I give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
15. As required by Section 143 (3) of the Act, we report that:
 - (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of audit.
 - (b) in my 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 my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
 - (e) on the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) The report on the adequacy of operating effectiveness of internal financial control over financial reporting as per the requirements of section 143(3)(g) of the Act, is reported in annexure B enclosed.
 - (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 (as amended), in my opinion and to the best of my knowledge and belief and according to the information and explanations given to me:

- i. the Company does not have any pending litigations which have an impact on the financial statements.
 - ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. there are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company as at the year end.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company 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 its knowledge and belief, other than as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The company has not declared or paid any dividends during the year and hence the provisions of Section 123 of the Act are not applicable for the year.
- (h) With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act, in my opinion and according to the information and explanations given to me, section 197 for maximum permissible managerial remuneration, the directors have not received remuneration for the year.

Sd

PLACE : ERODE

DATE : 29-09-2023

(S.DEEPAK)
CHARTERED ACCOUNTANTS,
PROPRIETOR
UDIN: 23216886BGSRZB8558

**Annexure A to the Independent Auditors' report on the
Financial Statements of M/s.TEXVALLEY MARKET LIMITED for the year ended
31st March 2023**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory
Requirements' section of our report of even date)

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of subsection (11) of section 143 of the Act and as per the information and explanation provided to us, I give a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment and its intangible assets.
- (b) All property, plant & equipment have been physically verified by the management annually, which in my is reasonable having regard to the size of the Company and nature of its assets. No Material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, there are no immovable properties held in the name of the company.
- (d) According to the information and explanations given to me and on the basis of my examination of the records of the Company, it has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to me and on the basis of my examination of the records of the Company, no proceedings have been initiated against the Company for holding Benami property under the "Benami Transactions (Prohibition) Act, 1988" and Rules made thereunder.
- (ii) (a) The Company is in the business of providing service and hence no inventories need to be verified by the management at reasonable intervals.
- (b) The Company is not sanctioned with any working capital limit. Hence, filing of quarterly statements with the bank is not applicable.
- (iii) (a) The company has not made investments or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties. Hence clause 3(iii)(a) to 3(iii)(f) is not applicable to the company. However, the company has given a corporate guarantee for the loan obtained by Erode Textile Mall Private Limited in compliance with section 186 of the Companies Act, 2013.

- (iv) Based on information and explanations given to me, the company has no loans, investments, guarantees and security, where provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) According to the information and explanations given to me, the company has not accepted or invited 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 Companies (Acceptance of Deposit) Rules, 2015 are not applicable. According to the information and explanations given to me, there is no order passed by the Company Law Board or National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal during the year.
- (vi) The maintenance of cost record u/s 148(1) of the Act is not applicable to this company.
- (vii) (a) According to information and explanations given to me and on the basis of my 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, Sales tax, Service Tax, Duty of Customs, Duty of Excise, GST, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to me, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.
- (viii) According to the information and explanations given to me, there are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961. Accordingly, the reporting under Clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) According to the information and explanations given to me and based on the audit procedures performed by me, the Company has no loans or borrowings other than the director's loans.
- (b) As represented, the company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) In my opinion and according to the information and explanations given to me, the company has not obtained term loans from banks or financial institutions and has obtained from directors only.
- (d) According to the information and explanations given to me and on an overall examination of the balance sheet of the Company and further considering the Asset Liability management mechanism of the Company, I report that no funds raised on short term basis have been utilized for long-term purposes.
- (e) According to the information and explanations given to me and on an overall examination of the Financial Statements of the Company, I report that 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 other than the directors.

(f) According to the information and explanations given to me and based on the audit procedures performed by me, I report that the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies. Accordingly, the reporting under Clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) In my opinion and according to the information and explanations given to me, the Company has not raised any money by way of an initial public offer/ further public offer (including debt instruments) during the year. Accordingly, the reporting under Clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to me, the Company has not made any private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. The company has not made any preferential allotment of shares during the year.

(xi) (a) During the course of my examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to me, no material fraud by the Company or on the Company has been noticed or reported during the course of my audit.

(b) No report under Section 143 (12) of the Act has been filed by me, during the year under report, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to me by the management, no whistle blower complaints were received by the Company during the year.

(xii) According to the information and explanations given to me, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it.

(xiii) According to the information and explanations given to me and based on my examination of the records of the Company, the transactions with the related parties as mentioned in Sections 177 and 188 of the Act, are in compliance and the details of such transactions have been disclosed in the notes forming part of the accounts.

(xiv) (a) According to the information and explanations given to me, the company has an internal audit system commensurate with the size and nature of its business.

(b) I have considered the reports of the Internal Auditors for the period under audit.

- (xv) According to the information and explanations given to me and based on my examination of the records of the Company, it has not entered into non-cash transactions with directors or people connected with them.
- (xvi) (a) In my opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In my opinion and according to the information and explanations given to me, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clauses 3(xvi)(c) and 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) In my opinion and according to the information and explanations given to me, the Company has incurred a cash loss in the financial year and in the immediately preceding financial year also.
- (xviii) There has been no resignation from the Statutory Auditors during the year. And hence clause 3(xviii) of the order is not applicable for reporting.
- (xix) In my opinion and according to the information and explanations given to me and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, along with details provided in Note to the Financial statements which describe the maturity analysis of assets & liabilities and other information accompanying the Financial Statements, my knowledge of the plans of Board of Directors and of Management, I am of the opinion that no material uncertainty exists as on the date of the audit report and that the 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.
- (xx) The provisions of section 135 of the Companies Act, 2013 with regard to Corporate Social responsibility are not applicable to this company.
- (xxi) Reporting under clause xxi of the Order is not applicable as the same is required to be reported only in the case of a consolidated financial statement.

PLACE : ERODE

DATE : 29-09-2023

Sd/-
(S.DEEPAK)
CHARTERED ACCOUNTANTS,
PROPRIETOR
UDIN: 23216886BGSRZB8558

Annexure - B to Independent Auditors' Report

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statement of **M/s. TEXVALLEY MARKET LIMITED**,

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

I have audited the internal financial controls over financial reporting of **M/s. TEXVALLEY MARKET LIMITED.**, (“the Company”) as of 31 March 2023 in conjunction with my audit of the standalone 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 on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 authorisation of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In my 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 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Sd/-

PLACE : ERODE

(S.DEEPAK)

**CHARTERED ACCOUNTANTS,
PROPRIETOR**

DATE : 29-09-2023

UDIN: 23216886BGSRZB8558

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES:

Corporate Information:

M/s. TEXVALLEY MARKET LIMITED is a Limited Company incorporated on 10th February' 2014 registered with Registrar of Companies, Coimbatore to run and manage the Mart project of ETMPL. As per the directions of ETMPL the Company also collects rent advances and rent for the shop/unit given on rent.

As per the Comprehensive Power Loom Cluster Development Scheme, ETMPL is the owns the land over which shopping mall has been constructed. This mall has been segregated to units and leased to various unit holders for a period of 99 years. As per the agreement entered between the Company, ETMPL and unit holder, it is required for a unit holder to hold certain number of Equity Shares and ZERO Coupon CCPS for being considered eligible to apply for acquiring a unit.

A) BASIS OF PREPARATION AND PRESENTATION:

The financial statements have been prepared as a going concern in accordance with the Accounting Standard, referred to in section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies Accounts Rules, 2014 to the extent applicable in preparation of Annual accounts.

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

In addition, the guidance notes and announcement issued by the Institute of Chartered Accountants of India are also applied, except where the compliance with other statutory provisions requires different treatment.

B) USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgment estimates and assumptions that affect the reported amount of assets, liabilities, disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognized prospectively in the year in which the events are materialized.

Property Plant and Equipment (PPE):

- a. The Property, Plant and Equipment are stated at cost less depreciation.
- b. The cost of fixed assets comprises its purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

- c. The carrying amount of an item of PPE is de recognised-on disposal or when no future economic benefits are expected from its use or disposal. The gain/ loss arising from de-recognition of an item of PPE is included in the statement of Profit & Loss. The gain or loss arising from the de recognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.

Depreciation / Amortisation:

Depreciation on Property, Plant and Equipment are provided under straight line method as per the useful lives and in the manner prescribed under Schedule II to the Companies Act, 2013. Where the cost of a part of the PPE is significant to the total cost of the PPE and if that part of the PPE has a different useful life than the main PPE, the useful life of that part is determined separately for depreciation. The depreciation method applied to an asset is reviewed at each financial year-end and if there has been a significant change in the expected pattern of consumption of future economic benefits embodied in the asset, depreciation is charged to reflect the changed pattern.

Impairment of Assets

No material impairment of Assets has been identified by the Company and as such no provision is required as per Accounting Standards (AS 28) issued by the Institute of Chartered Accountants of India.

Investments:

- a) Long Term Investments are stated at cost.
- b) Provision for diminution in value of long-term investments is made if the diminution is other than temporary.
- c) Current Investments are valued at lower of cost and estimated net realizable value.

Valuation of Inventories:

The Company is a Service oriented one and is not engaged in manufacturing or trading activity for valuation of inventories.

Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The GST is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

a. Utility Charges Received

The income comprises of rental receipts from shops. All incomes are accounted on an accrual basis (excluding GST). Since the company act as a mediator company for ETMPL in collecting the rent and paying the same to the latter, the income is offered only under the head “other income” and not as an operating income.

b. Interest Income

Interest income is included in other income in the statement of profit and loss.

Grants & Subsidies:

The company has not received any grants & subsidies from the government or other agencies during the year under audit.

Borrowing Cost:

Costs that are directly attributable to the acquisition, construction or production of qualifying fixed assets are capitalized as part of the cost of assets.

Foreign Currency Transaction:

The Company's Financial Statements are presented in INR, which is also its functional currency.

i) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. The Company has utilized INR equivalent to Rs.305.19 Crores in foreign currency for payment of import purchase.

ii) Measurement of foreign currency monetary items at the Balance Sheet date:

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates.

iii) Treatment of exchange differences:

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

However, the company has not recognized any expenditure or income in foreign currency during the year.

Employee Benefits:

The employee benefits for services rendered by employees are recognised during the period when the services are rendered. Contribution towards provident fund, gratuity on retirement and ESI are recognized in profit & loss account on accrual basis. Termination benefits are recognized as an expense as and when required. Employee benefits include director remuneration.

Taxes on Income:

- a) Current tax on income for the period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessment / appeals.
- b) Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.
- c) Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future; however, where there is unabsorbed depreciation or carried forward business loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets.
- d) Deferred tax assets and Deferred tax liabilities are offset if a legally enforceable right exist to set off current tax assets against current tax liabilities and deferred tax assets / deferred tax liabilities relate to same taxable entity and same taxation authority.
- e) Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period. Accumulated MAT credit will be derecognised in the year in which the company exercises its option, if any, available under the provisions of the Income tax Act whereby it would be advantageous for the company to avail certain concessions foregoing the MAT credit.

Operating Lease:

For assets acquired under operating lease, rentals payable is charged to the statement of Profit and loss.

Provisions, Contingent Liabilities and Contingent Assets:**Provision:**

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources would be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities:

A Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation.

Contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise contingent liability but discloses its existence in the financial statements.

Contingent assets:

Contingent assets are neither recognized nor disclosed in the accounts.

However, no provisions for contingent assets or liabilities have been recognized in the financials for the year 2022-23.

Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equities shares outstanding during the year.

Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as

defined above, net of outstanding bank overdrafts and cash credit facilities as they are considered an integral part of the Company's cash management.

Related Party Disclosure:

Names of the related parties and description of Relationship:

- a) Key Managerial Personnel : Mr. P. Raajashekar, Managing Director
Mr. P. Periyaswamy, Director
Mr. C. Devarajan, Director
Mr. D. P. Kumar, Director
Mr. D. Nandakumar, Director
Mr. L. Saravanan, Director
Mrs. P. Dhanalakshmi, Director
- b) Related Parties : M/s. Lotus Systems Partnership Firm in which Managing director is interested as partner.
- c) Associated Company : M/s. Erode Textile mall Private Limited
M/s. Texvalley Weekly Market Limited

The details of related party and associate company disclosure are given in the annexure enclosed.

Disclosure as required under Rule 16A of the companies (Acceptance of Deposits Rules) 2014:

Particulars	31.03.2023 (in '000s)	31.03.2022 (in '000s)
Amount Received from Directors during the year	Rs.3,47,396	Rs.21,500
Amount repayment to Directors during the year	Rs.3,70,422	-
Closing balance of amount received from directors	Rs.74,506	Rs.97,532

Corporate Social Responsibility:

The same is not applicable to the company.

The Company is in the process of reconciling the amounts of taxable turnover, input tax eligible for credit and the output tax payable as per return and those recorded in books of account. Necessary adjustments, if any, would be made as and when it is reconciled. In the opinion of the management, the impact on account of differences would not be material.

Balances in the parties' accounts are subject to confirmation / reconciliation. Appropriate adjustments, if any, will be made as and when the balances are reconciled.

Income Tax assessments have been provisionally completed up to the assessment year 2022-2023.

Segment Information:

The company's business activities are mainly related to providing services in collection of rent and payment of the same and are primarily assessed as a single reportable operating segment by the management.

No exceptional items have been included in prior period items.

Contingent liabilities and commitments as on closing date

Particulars	2022-2023 ('000s)	2021-2022 ('000s)
Corporate guarantee given on behalf of ETMPL for the loans obtained.	Rs. 4,06,383	Rs. 5,24,860

Additional Disclosure:

i) Details of Benami property:

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) Utilisation of borrowed funds and share premium:

a) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: - 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 to or on behalf of the ultimate beneficiaries other than those mentioned above.

b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or - Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

iii) Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

iv) Undisclosed income:

The Company has not any such transactions which is not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

v) Details of crypto currency or virtual currency:

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.

vi) Valuation of Property, Plant and Equipment, intangible asset, and investment property:

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

vii) Struck off Companies:

The Company does not have any transactions with companies struck off.

viii) Wilful Defaulter:

The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

ix) Details of Delay in filing of Charges / Satisfaction with Registrar of Companies (ROC):

Not Applicable

Financial Ratios:

Ratio	Formula	Ratio as on 2023	Ratio as on 2022	Variation as on 2023	Reason (If variation is more than 25%)
		CY	PY		
Current Ratio	Current Assets / Current Liabilities	2.86	4.26	32.86%	Increase in current liabilities.
Debt-Equity Ratio	Debt / Equity	0.52	0.34	(52.94%)	Increase in loss.
Debt service coverage Ratio	PBITD/Term Loan+ Interest	NA	NA	NA	NA

Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Shareholder's Equity	-ve	-ve	NA	NA
Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	NA	NA	NA	NA
Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	NA	NA	NA	NA
Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	NA	NA	NA	NA
Net Capital Turnover Ratio	Revenue / Average Working Capital	0.14	0.11	27.27%	Decrease in revenue.
Net Profit Ratio	Net Profit / Net Sales	-	-	-	Loss Only
Return on Capital Employed	EBIT / Capital Employed	-	-	-	Loss Only

Figures have been rounded off to the nearest thousands. Previous year's figures are reclassified / recasted wherever necessary to conform to the current year classification including those are required consequent to amendments in schedule III.

FOR AND ON BEHALF OF THE BOARD

Sd/-

Sd/-

Place: Erode

(P.RAAJASHEKAR) (D.P.KUMAR)
MANAGING DIRECTOR DIRECTOR
(DIN-01729618) (DIN-01730462)

Date: 29-09-2023

Sd/-
(S.DEEPAK)
CHARTERED ACCOUNTANTS,
PROPRIETOR
UDIN: 23216886BGSRZB8558

P.A.NO. AAECT9345C
TEXVALLEY MARKET LIMITED,
CIN - U74900TZ2014PLC020240
37, I St Floor Lotus Buildings, Sathy Road, Erode - 638003.

The details of related party and associate company disclosure are as follows
[01-04-2022 to 31-03-2023]

S. No	Name of the Party	PAN	Relationship	Opening balance	Closing balance	Value of the transaction during the	Type of related party transaction
				01/04/2022	31/03/2023		
1	Lotus Systems	AAIFL9935F	Managing Director Sri.P.Rajasekar is partner	91,330	14,350	10,28,727	Payment towards maintenance of Computer and Systems.
2	Erode Textile Mall Pvt Ltd (ETMPL)	AACCE1718J	Subsidiary Company	-	-	-	Corporate guarantee provided by company for the loan availed by ETMPL from Bank of India & Indian Overseas Bank.
3	Texvalley Weekly Market Ltd (TWML)	AAECT9344D	Associate Company	38,14,694	45,26,188	-7,11,494	Repayment of rent advance.
5	Erode Textile Mall Pvt Ltd (ETMPL)	AACCE1718J	Subsidiary Company	1,73,67,36,864	1,99,14,96,575	-25,47,59,710	Rent, Maintenance and EB Charges transferred during the year to ETMPL. Shop sales & Rent advance amount transferred during the year to ETMPL.Amount transferred for repayment of rent advances and sale cancellation advances.
6	Erode Textile Mall Pvt Ltd (ETMPL)	AACCE1718J	Subsidiary Company	5,90,00,000	7,36,00,000	-1,46,00,000	Lease deposits on shop sales collected on behalf of ETMPL.
7	P.Periyaswamy, Erode	ADIPP 1492 N	Director	-	-	5,96,69,602.00	Commission charges received by company for identifying and sale of units.
8	P.Raajashekar, Erode	ABTPR 5515 P	Managing Director	-	-	98,04,144.00	Commission charges received by company for identifying and sale of units.
9	Devarajan.C	ACKPD 5054 F	Director	-	-	3,69,31,096.00	Commission charges received by company for identifying and sale of units.
10	D.P.Kumar	AJCPS0571R	Director	-	-	95,26,588.00	Commission charges received by company for identifying and sale of units.

PAN No. AAECT9345C
TEXVALLEY MARKET LIMITED,
37, I St Floor Lotus Buildings, Sathv Road, Erode - 638003.
CIN - U74900TZ2014PLC020240

Balance Sheet as at 31.03.2023.

Figure's 000

PARTICULARS	NOTE	31.03.2023	31.03.2022
(I) EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(A) SHARE CAPITAL	1	15,14,585.00	15,14,585.00
(B) RESERVES AND SURPLUS	2	1,38,203.00	1,67,731.00
(2) SHARE APPLICATION MONEY			
PENDING ALLOTMENT			
(3) NON-CURRENT LIABILITIES			
(A) LONG TERM BORROWINGS	3	74,506.00	97,532.00
(B) DEFERRED TAX LIABILITIES (NET)		-	-
(C) OTHER LONG TERM LIABILITIES	4	73,600.00	59,000.00
(4) CURRENT LIABILITIES			
(A) OTHER CURRENT LIABILITIES	5	7,09,628.00	4,16,203.00
TOTAL		25,10,522.00	22,55,051.00
(II) ASSETS			
(1)NON-CURRENT ASSETS			
(A) PROPERTY, PLANT AND EQUIPMENT			
AND INTANGIBLE ASSETS			
(I) TANGIBLE ASSETS	6	715.00	134.00
(II) INTANGIBLE ASSETS		-	-
(B) NON-CURRENT INVESTMENTS	7	4,79,999.00	4,79,999.00
(C) DEFERRED TAX ASSETS (NET)		692.00	692.00
(D) LONG TERM LOANS AND ADVANCES		-	-
(E) OTHER NON-CURRENT ASSETS	7A	140.00	70.00
(2) CURRENT ASSETS			
(A) TRADE RECEIVABLES	7B	13,656.00	11,979.00
(B) CASH AND BANK BALANCES	8	16,237.00	18,460.00
(C) SHORT TERM LOANS AND ADVANCES	9	19,99,083.00	17,43,717.00
(D) OTHER CURRENT ASSETS			
TOTAL		25,10,522.00	22,55,051.00

Place : ERODE

S/d
(P.RAAJASHEKAR)
MANAGING DIRECTOR
DIN-01729618

S/d
(D.P.KUMAR)
DIRECTOR
DIN - 01730462

Date : 29-09-2023

"As referred to in my report of even date."

Place : ERODE

S/d
(PREETHI SURESH)
COMPANY SECRETARY
MEMBERSHIP NO. F12189

S/d
(N.SELLAKUMAR)
CHIEF FINANCIAL OFFICER

S/d
(S.DEEPAK)
CHARTERED ACCOUNTANT.
UDIN: 23216886BGSRZD1078

Date : 29-09-2023

PAN No. AAECT9345C
TEXVALLEY MARKET LIMITED,
CIN - U74900TZ2014PLC020240
37, I St Floor Lotus Buildings, Sathv Road, Erode - 638003.

Statement of Profit & Loss for the year ended 31.03.2023.

Figure's 000

PARTICULARS	NOTE NO	31.03.2023	31.03.2022
(I) REVENUE FROM OPERATIONS		-	-
(II) OTHER INCOME	10	1,83,863.00	1,51,417.00
(III) TOTAL INCOME (I+II)		1,83,863.00	1,51,417.00
(IV) EXPENSES:			
(1) EMPLOYEE BENEFITS EXPENSE	11	23,373.00	21,479.00
(2) FINANCE COSTS	12	35.00	31.00
(3) DEPRECIATION AND AMORTIZATION EXPENSE	6	186.00	10.00
(4) OTHER EXPENSES	13	1,89,797.00	1,30,439.00
IV) TOTAL EXPENSES		2,13,391.00	1,51,959.00
(V) PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		-29,528.00	-542.00
(VI) EXCEPTIONAL ITEMS		-	-
(VII) PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		-	-
(VIII) EXTRAORDINARY ITEMS			
(IX) PROFIT BEFORE TAX (VII-VIII)		-29,528.00	-542.00
(X) TAX EXPENSE:			
(1) CURRENT TAX		-	-
(2) DEFERRED TAX		-	-
(XI) PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (IX-X)		-29,528.00	-542.00
(XII) PROFIT/ (LOSS) FROM DISCONTINUING OPERATIONS		-	-
(XIII) TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
(XIV) PROFIT/(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII-XIII)		-29,528.00	-542.00
(XV) PROFIT (LOSS) FOR THE PERIOD (XI+XIV)			
(XVI) EARNINGS PER EQUITY SHARE:			
(1) BASIC		-0.30	-0.01
(2) DILUTED			

Place : ERODE

S/d
(P.RAAJASHEKAR)
MANAGING DIRECTOR
DIN-01729618

S/d
(D.P.KUMAR)
DIRECTOR
DIN - 01730462

Date : 29-09-2023

"As referred to in my report of even date."

Place : ERODE

S/d
(PREETHI SURESH)
COMPANY SECRETARY
MEMBERSHIP NO. F12189

S/d
(N.SELLAKUMAR)
CHIEF FINANCIAL OFFICER

S/d
(S.DEEPAK)
CHARTERED ACCOUNTANT.
UDIN: 23216886BGSRZD1078

Date :29-09-2023

P.A.NO.AAECT9345C
TEXVALLEY MARKET LIMITED,
37, I St Floor Lotus Buildings, Sathy Road, Erode - 638003.

Rs in Lakhs

Consolidated Cash Flow Statement for the year ended 31.03.2023

Particulars	31.03.2023	31.03.2022
A.Cash Flow From Operating Activities:		
Net Profit/(Loss) before taxation	(462.00)	-465.19
Adjustment for:		
Depreciation	211.61	209.38
Interest Paid	90.84	230.86
Prior period items	(159.55)	-
Operating profit before working capital changes	1,508.53	-24.95
Adjustment for:		
(Increase)/Decrease in :		
Inventories, Deposit & Other	(911.19)	(1,461.16)
Increase/(decrease) in Liabilities	2,558.76	(3,658.06)
Income Tax Refund	37.46	15.30
Grant Received	-	380.50
Share Premium & Fees for Increase Authorized capital	-	999.52
Others Provisions	(16.95)	-34.85
Net Cash from Operating Activities	1,508.53	-3,758.75
		-3,783.70
B.Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(2,170.12)	-605.36
Investment Shares	-	-
Net Cash From Investing Activities	(2,170.12)	-605.36
C.Cash Flow From Financing Activities:		
Proceeds for share of Capital	-	4,482.16
Long Term Loans & Advances	699.78	307.95
Interest paid	-90.84	-230.86
Repayment of Unsecured Loan	608.94	-
Net Increase/(Decrease in cash & Cash equivalents)	(52.65)	170.19
Opening cash and cash equivalents	234.08	63.89
Closing cash and Cash equivalents	181.43	234.08

Place : ERODE

Date : 29-09-2023

S/d
(P.RAAJASHEKAR)
MANAGING DIRECTOR
DIN-01729618

"As referred to in my report of even date."

S/d
(D.P.KUMAR)
DIRECTOR
DIN - 01730462

Place : ERODE

Date : 29-09-2023

S/d
(PREETHI SURESH)
COMPANY SECRETARY
MEMBERSHIP NO. F12189

S/d
(N.SELLAKUMAR)
CHIEF FINANCIAL OFFICER

S/d
(S.DEEPAK)
CHARTERED ACCOUNTANT.
UDIN: 23216886BGSZRZD1078

Notes on Financial Statement for the year ended 31.03.2023.

Figure's 000

Note 1: Share capital

The Company has only one class of share capital having a par value of ₹ 10 per share, referred to herein as equity shares.

Authorized

80,00,000 Equity shares of Rs.10/- each
15,70,00,000 CCPS shares of Rs.10/- each

	31.03.2023	31.03.2022
	8,00,00,000	8,00,00,000
	1,57,00,00,000	1,57,00,00,000
	<u>1,65,00,00,000</u>	<u>1,65,00,00,000</u>

Issued, subscribed and paid up

80,00,000 Equity Shares of Rs. 10/- each
14,34,58,522 CCPS shares of Rs.10/- each

	31.03.2023	31.03.2022
	80,000	80,000
	14,34,585	14,34,585
	<u>15,14,585</u>	<u>15,14,585</u>

a) Reconciliation of shares outstanding at the beginning and at the end of the year**Equity:**

	31.03.2023		31.03.2022	
	No. of Share	Amount	No. of Share	Amount
Outstanding at the beginning of the year	80,00,000	8,00,00,000	80,00,000	8,00,00,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>80,00,000</u>	<u>8,00,00,000</u>	<u>80,00,000</u>	<u>8,00,00,000</u>

CCPS:

	31.03.2023		31.03.2022	
	No. of Share	Amount	No. of Share	Amount
Outstanding at the beginning of the year	14,34,58,522	1,43,45,85,220	9,86,36,902	98,63,69,020
Add: Issued during the year	-	-	4,48,21,620	44,82,16,200
Outstanding at the end of the year	<u>14,34,58,522</u>	<u>1,43,45,85,220</u>	<u>14,34,58,522</u>	<u>1,43,45,85,220</u>

b) Shares held by holding company/ultimate holding company and/ or their subsidiaries/ associates - NIL**c) Details of Equity Shares held by Promoters at the end of the year**

Promoter name	No. of shares at the end of the year	% of total shares	% change during the year
P.PERIYASWAMY	17,81,880	22.27%	-3.44%
C.DEVARAJAN	5,08,886	6.36%	-1.82%
P.RAAJASHEKAR	11,78,384	14.73%	-8.76%
S.PALANISAMY	9,14,400	11.43%	11.43%
D.P.KUMAR	6,26,118	7.83%	0.07%

Note 2: Reserves and surplus**Surplus/(deficit) in the Statement of Profit and Loss**

	31.03.2023	31.03.2022
Opening balance	1,67,731.00	68,378.00
Add: Net Profit/(Net Loss) for the current year	-29,528.00	-542.00
Share Premium - CCPS	-	99,952.00
Income Tax Refund received	1,783.00	1,465.00
Less: Transfer from reserves	-	-
Fees for Increase of Authorized Cap.	-	-
TDS Receivable	-1,783.00	-1,522.00
Interim dividends	-	-
Closing balance	<u>1,38,203.00</u>	<u>1,67,731.00</u>

Note 3: Long-term borrowings	Figure's 000	
	31.03.2023	31.03.2022
Secured / Unsecured		
Bonds/debentures	-	-
Term loans	-	-
i)from banks	-	-
ii)from other parties	-	-
Deferred payment liabilities	-	-
Deposits *	-	-
Loans and advances from Directors	74,506.00	97,532.00
Long term maturities of finance lease obligations	-	-
Other loans and advances	-	-
	<u>74,506.00</u>	<u>97,532.00</u>

Note 4: Other long term liabilities	31.03.2023	31.03.2022
Trade Payables	-	-
Others*	73,600.00	59,000.00
Rental Deposits	-	-
Unearned revenue	-	-
Total Other long term liabilities	<u>73,600.00</u>	<u>59,000.00</u>

*Others Long term liability includes amount payable to its related parties in which the directors are interested in common.

Note 5: Other current liabilities	31.03.2023	31.03.2022
a) Current maturities of finance lease obligations	-	-
b) Interest accrued but not due on borrowings	-	-
c) Interest accrued and due on borrowings	-	-
d) Income received in advance	-	-
e) Unpaid dividends	-	-
f) Rental Deposits	21,918.00	17,587.00
g) Unpaid matured deposits and interest accrued thereon	-	-
h) Unpaid matured debentures and interest accrued thereon	-	-
i) Unearned revenue	-	-
j) Goods and Service tax payable	3,373.00	2,488.00
k) TDS payable	3,256.00	582.00
l) Investor Education and Protection Fund payable	-	-
m) Other payables:	6,74,697.00	3,81,181.00
Professional Fees payable	150.00	150.00
Salary Payable	1,734.00	1,748.00
Rent payable to Investors	4,500.00	12,467.00
Total Other current liabilities	<u>7,09,628.00</u>	<u>4,16,203.00</u>

Note 7: Non-current Investment :	31.03.2023	31.03.2022
Investment property	-	-
Investments in subsidiaries	79,999.00	79,999.00
Investments in associates	-	-
Investments in joint ventures	-	-
Investments in partnership firm	-	-
Investments in preference shares	4,00,000.00	4,00,000.00
Investments in government or trust securities	-	-
Investments in debentures or bonds	-	-
Investments in mutual funds	-	-
Other long term investments	-	-
Total Non-Current Investment	<u>4,79,999.00</u>	<u>4,79,999.00</u>

	Figure's 000	
	31.03.2023	31.03.2022
Note 7A: Other non-current assets		
(Unsecured, considered good, unless stated otherwise)		
Long-term trade receivables (including trade receivables on deferred credit terms)		-
Security Deposits	140.00	70.00
Others (Specify nature)	-	
Total other non-current other assets	140.00	70.00
Note 7B: Trade Receivables:	31.03.2023	31.03.2022
(Unsecured, considered good, unless stated otherwise)		
<u>Rental Debtors:</u>		
Common Area	40.00	93.00
Fist Floor	2,109.00	2,314.00
Ground Floor	9,361.00	9,446.00
Second Floor	-	126.00
Temp Shops and Kisok	143.00	
Shops Closed	2,003.00	
Total	13,656.00	11,979.00
Note 8: Cash and Bank Balances	31.03.2023	31.03.2022
<u>Cash and cash equivalents</u>		
Cash on hand	168.00	138.00
Balances with banks	16,069.00	18,322.00
cheques, draft on hand	-	-
	16,237.00	18,460.00
Note 9: Short term loans and advances	31.03.2023	31.03.2022
(Secured,Unsecured, considered good, unless stated otherwise)		
Loans and advances to related parties		
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	19,96,023.00	17,40,552.00
(c) Doubtful.	-	-
Other loans and advances		
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	855.00	869.00
(c) Doubtful.	-	-
Prepaid expenses	-	-
CENVAT credit receivable	-	-
TDS credit receivable	1,920.00	1,783.00
Service tax credit receivable	-	-
GST input credit receivable	285.00	513.00
	19,99,083.00	17,43,717.00
Note 10: Other income	31.03.2023	31.03.2022
Interest income	71.00	-
Registration Charges received	6,803.00	10,026.00
Rent Received	38,989.00	32,816.00
Commission Received	1,21,225.00	82,772.00
Maintenance Charges received	11,863.00	9,848.00
E.B.Charges Received	4,773.00	3,528.00
Promotional Income	-	12,194.00
Miscellaneous income	139.00	233.00
Total other income	1,83,863.00	1,51,417.00
Note 11: Employee benefits expense	31.03.2023	31.03.2022
Salaries, wages, bonus and other allowances	21,208.00	20,877.00
Contribution to provident and other funds	-	-
Gratuity expenses	-	-
Expense on Employee Stock Option Plan/ Scheme	-	-
Staff welfare expenses	2,165.00	602.00
Total Employee benefits expense	23,373.00	21,479.00

Note 12: Finance cost	Figure's 000	
	31.03.2023	31.03.2022
Interest expense		
On bank loan	-	-
On debentures/bonds	-	-
On assets on finance lease	-	-
Other borrowing costs	-	-
Bank charges	35.00	31.00
Total Finance cost	35.00	31.00
Note 13: Other Expenses	31.03.2023	31.03.2022
Rent Paid	1,38,397.00	92,058.00
Professional Fees Paid	1,611.00	50.00
Maintenance Charges Paid	11,678.00	9,972.00
Computer Maintenance	388.00	52.00
E.B.Charges Paid	4,773.00	3,527.00
Advertisement Charges Paid	12,226.00	7,287.00
ROC Filing charges	114.00	711.00
Legal Documentation Charges	-	79.00
Rounded Off	-	-
Postage & Courier Expenses	13.00	8.00
Printing & Stationery Expenses	1,170.00	1,115.00
Registration Expenses	5,235.00	6,251.00
Commission Paid	4,268.00	2,933.00
GST Paid	1,738.00	
Marketing Expenses	5,253.00	1,754.00
Stamp Charges - Shares Transfer	-	1,800.00
General Expenses	1,285.00	1,994.00
Travelling Expenses	878.00	679.00
Weaves Fair Expenses	709.00	-
Debit Balance Written off	61.00	169.00
Total Other expenses	1,89,797.00	1,30,439.00

Note No. 6 : Computation of Book Depreciation and Fixed Assets :

	Opening Balance	Additions / Deletions	Closing Balance	Depreciation	Closing Balance
Computer Systems & Printers	134.00	675.00	809.00	180.00	629.00
Furniture & Fittings	-	92.00	92.00	6.00	86.00
	134.00	767.00	901.00	186.00	715.00

TEXVALLEY MARKET LIMITED**ADDITIONAL NOTES TO BALANCE SHEET AND PROFIT AND LOSS ACCOUNT:****Note No.1 – Share Capital**

There is no bonus issue, buy back of shares or no shares issued pursuant to contract without payment received in cash during the last five years.

Terms / Rights attached to the equity shares:

The equity shares are fully paid up. The company has one class of equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share. The dividend (except in case of interim dividend) proposed by the Board of Directors if any subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive assets in proportion to the number of shares held by the shareholder including the preference shares as all the preference shares are compulsorily convertible into equity.

Equity shareholders holding 5% or more:

Name of the shareholder	31/03/2023		31/03/2022	
	No. of shares	%	No. of shares	%
P.PERIYASWAMY	1416588	17.71%	1781880	22.27%
C.DEVARAJAN	258686	3.23%	508886	6.36%
P.RAAJASHEKAR	1228424	15.36%	1178384	14.73%
S.PALANISAMY	914400	11.43%	914400	11.43%
D.P.KUMAR	250818	3.14%	626118	7.83%

COMPULSORITY CONVERTIBLE PREFERENCE SHARES (CCPS):**CCPS Held by Promoters:**

Name of the shareholder	31/03/2023		31/03/2022	
	No. of shares	%	No. of shares	%
P.PERIYASWAMY	2960268	2.06%	15576724	10.85%
C.DEVARAJAN	4171298	2.91%	12139586	8.46%
P.RAAJASHEKAR	6842276	4.77%	17300654	12.06%

CCPS holders holding 5% or more

Name of the shareholder	31/03/2023		31/03/2022	
	No. of shares	%	No. of shares	%
P.PERIYASWAMY	2960268	2.06%	15576724	10.85%
C.DEVARAJAN	4171298	2.91%	12139586	8.46%
P.RAAJASHEKAR	6842276	4.77%	17300654	12.06%

Terms / rights attached to CCPS:

CCPS shares issued are compulsorily convertible into equity as per the terms agreed as per the agreement or within 20 years from the date of the issue of CCPS. The CCPS do not carry any voting rights. There is no conversion of CCPS to equity during the year.

Note No.7: Investment

The entire investment both Equity and CCPS are in Erode Textiles Mall Private Limited. The investment is unquoted investment.

Note No.7B – Trade Receivable**Trade Receivable Ageing Schedule**

Amount (Rs. In '000)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years	Total
As at March 31st, 2023							
(i)Undisputed Trade Receivables - Considered good	-	11084	866	1706	-	-	13656
Total	-	11084	866	1706	-	-	13656
As at March 31st 2022							
(i)Undisputed Trade Receivables - Considered good	-	9824	718	1437			11979
Total	-	9824	718	1437			11979

UNDER HEAD - NON-CURRENT LIABILITIES:

There are no "other Long term liabilities" or Other Long Term Provisions".

UNDER HEAD – CURRENT LIABILITIES:

- i. There are no Trade Payables
- ii. There are no short term borrowing or short term provisions

Note No.9 : Short Term Loans and Advances:

Name of the Related Party	31/03/2023 Amount in "000"	31/03/2022 Amount in "000"
Erode Textile Mall Pvt Ltd	1991496	1736736
Texvalley Weekly Market Limited	4526	3814

**TEXVALLEY MARKET
LIMITED
FY 2022-23**

**CONSOLIDATED
BALANCE SHEET**

INDEPENDENT AUDITOR'S REPORT

To the Members of **M/s. TEXVALLEY MARKET LIMITED**

Report on the audit of the Consolidated Financial Statements

I have audited the accompanying consolidated financial statements of **M/s. TEXVALLEY MARKET LIMITED** (hereinafter referred to as the Holding Company") and its subsidiaries (Holding Company and its subsidiary together referred to as "the Group") and the consolidated statement of Profit and Loss and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated 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 consolidated state of affairs of the Company as at March 31, 2023, of consolidated profit/loss, and its consolidated cash flows for the year then ended.

Basis for Opinion

I've conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibility under those Standards are further described in the Auditors Responsibilities for the Audit of the Consolidated Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics issued by ICAI, and I have fulfilled my other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the stand-alone financial statements and my auditor's report thereon.

My opinion on the consolidated financial statements do not cover the other information and I do not express any form of assurance conclusion thereon.

I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

Responsibilities of Management and those charged with governance for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of the consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that are operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the consolidated financial statements

My objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements

can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is included in Annexure A. This description forms part of my auditor's report.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, I report, to the extent applicable, that:

- a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief are necessary for the purposes of my audit of the aforesaid consolidated financial statements.
- b. In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from my examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In my opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of Internal Financial Control with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to my separate report in Annexure B.
- g. The company has not paid any remuneration to its directors during the year.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities which are NIL as on the date of report.
- ii. The Group, its associates and jointly controlled entities did not have any material foreseeable loss on long-term contracts including derivative contracts.
- iii. There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company as at the year end.

DATE :29.09.2023

PLACE: ERODE

Sd/-

**S.DEEPAK.,B.COM.,FCA.,
CHARTERED ACCOUNTANT
MEMBERSHIP NO:216886
UDIN: 23216886BGSRZD1078**

Annexure A

Responsibilities for Audit of Consolidated Financial Statement

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing my opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Other Matters:

I did not audit the financial statement of TEXVALLEY B2B INDIA PRIVATE LIMITED, associate company whose financial statement reflect total assets of Rs.63.67 Lakhs as at 31st March, 2023, total revenues of Rs.Nil, as considered in the consolidated financial statement.

These financial statements are audited and have been furnished to me by the Management and my opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and my report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statement. In my opinion and according to the information and explanations given to me by the Management, these financial statements are not material to the Group.

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

DATE :29-09-2023
PLACE: ERODE

Sd/-
S.DEEPAK.,B.COM.,FCA.,
CHARTERED ACCOUNTANT
MEMBERSHIP NO:216886
UDIN:23216886BGSRZD1078

AnnexureB

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

In conjunction with our audit of the consolidated financial statements of **M/s. TEXVALLEY MARKET LIMITED** (hereinafter referred to as the 'Holding Company') as of and for the year ended 31 March 2023, I have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which are companies incorporated in India, as of that date.

Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Management's Responsibility for internal financial controls

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

Meaning of internal financial controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements 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 with reference to consolidated financial statements includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In my opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

DATE :29-09-2023
PLACE: ERODE

Sd/-
S.DEEPAK.,B.COM.,FCA.,
CHARTERED
ACCOUNTANT
MEMBERSHIP NO:216886
UDIN:23216886BGSRZD1078

TEXVALLEY MARKET LIMITED,
37, I St Floor Lotus Buildings, Sathy Road, Erode - 638003.
CIN - U74900TZ2014PLC020240

Consolidated Balance Sheet as at 31.03.2023

Rs in Lakhs

PARTICULARS	NOTE	31.03.2023	31.03.2022
(I) EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(A) SHARE CAPITAL	1	15,156.34	15,156.34
(B) RESERVES AND SURPLUS	2	1,946.08	2,385.07
(2) SHARE APPLICATION MONEY			
PENDING ALLOTMENT			
(3) NON-CURRENT LIABILITIES			
(A) LONG TERM BORROWINGS	3	8,727.45	8,027.66
(B) DEFERRED TAX LIABILITIES (NET)	5A	905.22	905.22
(C) OTHER LONG TERM LIABILITIES	4	99.16	99.07
(4) CURRENT LIABILITIES			
(A) OTHER CURRENT LIABILITIES	5	9,540.68	6,982.01
TOTAL		36,374.93	33,555.37
(II) ASSETS			
(1)NON-CURRENT ASSETS			
(A) PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS			
(I) TANGIBLE ASSETS	6	23,102.34	21,143.84
(II) INTANGIBLE ASSETS	6A	907.06	907.06
(B) NON-CURRENT INVESTMENTS	7	4.06	3.70
(C) DEFERRED TAX ASSETS (NET)		29.63	27.12
(D) LONG TERM LOANS AND ADVANCES		-	-
(E) OTHER NON-CURRENT ASSETS	7A	11,036.58	10,095.56
(2) CURRENT ASSETS			
(A) INVENTORIES	7B	2.17	2.17
(B) TRADE RECEIVABLES		155.53	138.76
(C) CASH AND BANK BALANCES	8	181.43	234.08
(D) SHORT TERM LOANS AND ADVANCES	9	956.13	1,003.08
(E) OTHER CURRENT ASSETS			
TOTAL		36,374.93	33,555.37

Place : ERODE

S/d
(P.RAAJASHEKAR)
MANAGING DIRECTOR
DIN-01729618

S/d
(D.P.KUMAR)
DIRECTOR
DIN - 01730462

Date : 29-09-2023

"As referred to in my report of even date."

Place : ERODE

S/d
(PREETHI SURESH)
COMPANY SECRETARY
MEMBERSHIP NO. F12189

S/d
(N.SELLAKUMAR)
CHIEF FINANCIAL OFFICER

S/d
(S.DEEPAK)
CHARTERED ACCOUNTANT.
UDIN: 23216886BGSZRZD1078

Date : 29-09-2023

Notes on Financial Statement for the year ended 31.03.2023.

	31.03.2023	31.03.2022
Rs in Lakhs		
Note 1: Share capital		
The Company has only one class of share capital having a par value of ₹ 10 per share, referred to herein as equity shares.		
Authorized		
80,00,000 Equity shares of Rs.10/- each - TML	800.00	800.00
4,00,00,000 CCPS shares of Rs.10/- each (ETMPL)	4,000.00	4,000.00
15,70,00,000 CCPS shares of Rs.10/- each - TML	15,700.00	15,700.00
1,00,000 equity shares of Rs. 10/- each - TWML	10.00	10.00
10,000 equity shares of Rs. 10/-each fully paid - B2B	1.00	1.00
	20,511.00	20,511.00
Issued, subscribed and paid up		
80,00,000 Equity Shares of Rs. 10/- each - TML	800.00	800.00
14,34,58,522 CCPS shares of Rs.10/- each - TML	14,345.85	14,345.85
1,00,000 equity shares of Rs. 10/-each fully paid - TWML	10.00	10.00
4,900 equity shares of Rs. 10/-each fully paid - B2B	0.49	0.49
	15,156.34	15,156.34

a) Reconciliation of shares outstanding at the beginning and at the end of the year

	31.03.2023		31.03.2022	
	No. of Share	Amount	No. of Share	Amount
Equity:				
Outstanding at the beginning of the year	80,00,000	8,00,00,000	80,00,000	8,00,00,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	80,00,000	8,00,00,000	80,00,000	8,00,00,000
CCPS:				
Outstanding at the beginning of the year	14,34,58,522	1,43,45,85,220	9,86,36,902	98,63,69,020
Add: Issued during the year	-	-	4,48,21,620	44,82,16,200
Outstanding at the end of the year	14,34,58,522	1,43,45,85,220	14,34,58,522	1,43,45,85,220

b) Shares held by holding company/ultimate holding company and/ or their subsidiaries/ associates

	31.03.2023		31.03.2022	
	No. of Share	Amount	No. of Share	Amount
ERODE TEXTILEMALL PVT LTD				
EQUITY	79,99,970	7,99,99,700	79,99,970	7,99,99,700
CCPS	4,00,00,000	40,00,00,000	4,00,00,000	40,00,00,000
	4,79,99,970	47,99,99,700	4,79,99,970	47,99,99,700

c) (i) Details of Shares held by Promoters at the end of the year (TML)

Promoter name	No. of shares at the end of the year	% of total shares	% change during the year
P.PERIYASWAMY	17,81,880	22.27%	-3.44%
P.RAAJASHEKAR	11,78,384	14.73%	-8.76%
D.P.KUMAR	6,26,118	7.83%	0.07%

c) (ii) Details of Shares held by Promoters at the end of the year (TWML)

Promoter name	No. of shares at the end of the year	% of total shares	% change during the year
P.PERIYASWAMY	30,490.00	30.49%	-
P.RAAJASHEKAR	23,550.00	23.55%	-
D.P.KUMAR	12,600.00	12.60%	-

c) (iii) Details of Shares held by Promoters at the end of the year (B2B)

Promoter name	No. of shares at the end of the year	% of total shares	% change during the year
P.RAAJASHEKAR	3,900.00	39%	-
D.P.KUMAR	1,000.00	10%	-

Note 2: Reserves and surplus**Rs in Lakhs**

	31.03.2023	31.03.2022
Surplus/(deficit) in the Statement of Profit and Loss		
Grant in Aid received	3,831.17	3,831.17
Capital Reserve	-	-
Opening balance	-1,446.10	-1,904.65
Add: Net Profit/(Net Loss) for the current year	-459.50	-521.43
Share Premium - CCPS	-	999.52
Income Tax Refund received	37.46	15.31
Less: Transfer from reserves	-	-
Fees for Increase of Authorized Cap.	-	-
TDS Receivable	-17.83	-34.85
Interim dividends	0.88	-
Closing balance	1,946.08	2,385.07

Note 3: Long-term borrowings**31.03.2023** **31.03.2022****Secured / Unsecured**

Bonds/debentures	-	-
Term loans	-	-
i)from banks	2,963.83	3,493.70
ii)from other parties	-	-
Deferred payment liabilities	-	-
Deposits *	-	-
Loans and advances from Directors	2,694.75	3,867.96
Long term maturities of finance lease obligations	-	-
Other loans and advances	3,068.87	666.00
	8,727.45	8,027.66

Note 4: Other long term liabilities**31.03.2023** **31.03.2022**

Trade Payables	0.04	-
Others*	-	0.20
Rental Deposits	99.12	98.87
Unearned revenue	-	-
Total Other long term liabilities	99.16	99.07

*Others Long term liability includes amount payable to its related parties in which the directors are interested in common.

Note 5: Other current liabilities**31.03.2023** **31.03.2022**

a) Current maturities of finance lease obligations	1,100.00	1,754.90
b) Interest accrued but not due on borrowings	-	-
c) Interest accrued and due on borrowings	-	-
d) Income received in advance	-	-
e) Unpaid dividends	-	-
f) Rental Deposits	219.18	175.87
g) Unpaid matured deposits and interest accrued thereon	-	-
h) Unpaid matured debentures and interest accrued thereon	-	-
i) Unearned revenue	-	-
j) Goods and Service tax payable	33.73	24.88
k) TDS payable	64.29	10.66
l) Investor Education and Protection Fund payable	-	-
m) Other payables:	6,746.97	3,811.81
Expenses Payable	19.34	49.27
Professional Fees payable	4.60	7.30
ESI & PF Payable	2.78	2.64
Salary Payable	26.22	30.21
NSDL Fee Payable	-	0.06
Amount payable for Capital Expenditure	905.31	578.53
Rent payable to Investors	418.26	535.88
Total Other current liabilities	9,540.68	6,982.01

Note 5A: Deferred Tax:

Opening balance	905.22	846.47
Add: Deferred Tax Liability/(Assets)	-	58.75
	905.22	905.22

	Rs in Lakhs	
Note 7: Non-current Investment :	31.03.2023	31.03.2022
Investment property	-	-
Investments in subsidiaries	-	-
Investments in associates	-	-
Investments in joint ventures	-	-
Investments in partnership firm	-	-
Investments in preference shares	-	-
Investments in government or trust securities	-	-
Investments in debentures or bonds	-	-
Investments in mutual funds	-	-
Other long term investments	-	-
Investments in Equities (Unquoted)	4.06	3.70
Total Non-Current Investment	4.06	3.70

	31.03.2023	31.03.2022
Note 7A: Other non-current assets		
(Unsecured, considered good, unless stated otherwise)		
Long-term trade receivables (including trade receivables on deferred credit terms)	-	-
Security Deposits	189.27	63.35
Others :Pre operative exps	10,847.31	10,032.21
Total other non-current other assets	11,036.58	10,095.56

7B. CHANGES OF INVENTORIES :

<u>Inventory at the beining of the year</u>		
Finished Goods	2.17	5.86
<u>Inventory at the end of the year</u>		
Finished Goods	2.17	2.17
<u>(Increase) /decrease in inventories</u>	3.69	3.69
Finished Goods	-	3.69

	31.03.2023	31.03.2022
Note 7C: Trade Receivables:		
(Unsecured, considered good, unless stated otherwise)		
(Less than Six Months)		
<u>Rental Debtors:</u>		
Common Area	0.40	0.93
Fist Floor	21.09	23.14
Ground Floor	93.61	94.46
Second Floor	-	1.26
Temp Shops and Kisok	1.43	-
Shops Closed	20.03	-
Trade receivables (B2B)	-	4.25
	136.56	124.04
More Than Six Months-		
Trade receivables (B2B)	18.97	14.72
Total	155.53	138.76

	31.03.2023	31.03.2022
Note 8: Cash and Bank Balances		
Cash and cash equivalents		
Cash on hand	3.44	2.90
Balances with banks	177.99	231.18
cheques, draft on hand	-	-
	181.43	234.08

	31.03.2023	31.03.2022
Note 9: Short term loans and advances		
(Secured,Unsecured, considered good, unless stated otherwise)		
Loans and advances to related parties		
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	-	-
(c) Doubtful.	-	-
Other loans and advances		
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	739.69	804.82
(c) Doubtful.	-	-
Prepaid expenses	-	-

Staff Advance	49.99	39.86
CENVAT credit receivable	-	-
TDS credit receivable	47.63	40.29
Service tax credit receivable	19.01	38.92
GST input credit receivable	20.43	45.88
Rent Receivable	79.38	33.31
	<u>956.13</u>	<u>1,003.08</u>

Note 10: Other income	Rs in Lakhs	
	31.03.2023	31.03.2022
Interest income	16.73	1.11
Dividend income	-	-
Net gain on sale of investments	-	-
Other non-operating income	-	-
Gain on foreign exchange transactions and translations other than those considered as finance cost (net)	-	-
Registration Charges received	68.03	100.26
Rent Received	954.66	666.39
Commission Received	1,212.25	827.72
Maintenance Charges received	236.85	197.11
E.B.Charges Received	111.30	81.99
Promotional Income	-	121.94
Miscellaneous income	23.98	3.18
Fabric Sales	-	20.64
Total other income	2,623.80	2,020.34

Note 10A: Details for Cost of material Consumed :

Purchase	-	16.85
	-	16.85

Note 11: Employee benefits expense

	31.03.2023	31.03.2022
Salaries, wages, bonus and other allowances	429.45	421.83
Contribution to provident and other funds	18.18	0.61
Gratuity expenses	-	-
Expense on Employee Stock Option Plan/ Scheme	-	-
Staff welfare expenses	24.97	7.02
Total Employee benefits expense	472.60	429.46

Note 12: Finance cost

	31.03.2023	31.03.2022
Interest expense		
On bank loan	90.05	228.83
On debentures/bonds	-	-
On assets on finance lease	-	-
Other borrowing costs	-	-
Bank charges	0.80	2.03
Loss on foreign exchange transactions and translations considered as finance cost (net)	-	-
Total Finance cost	90.85	230.86

Note 13: Other Expenses

	31.03.2023	31.03.2022
Rent Paid	1,400.34	929.99
Professional Charges Paid	24.12	1.89
Maintenance Charges Paid	217.46	183.24
Event Expenses	65.91	-
Computer Maintenance	4.62	1.14
E.B.Charges Paid	111.31	81.36
Advertisement Charges Paid	150.08	128.08
ROC Filing charges	4.53	9.78
Legal Documentation Charges	-	2.59
Rounded Off	-	-
Postage & Courier Expenses	0.30	0.32
Printing & Stationery Expenses	16.42	16.68
Registration Expenses	52.35	62.51
Commission Paid	42.68	33.49
GST Paid	38.20	-
Telephone Expenses	7.95	6.57
Power & Fuel Expenses	48.30	44.79
Marketing Expenses	52.53	17.54
Stamp Charges - Shares Transfer	-	17.99
General Expenses	28.69	43.19
Travelling Expenses	24.04	8.07
Weaves Fair Expenses	-	-
Vehicle Maintenance	20.31	4.38
Transport & Freight Charges	-	-
Debit Balance Written off	0.61	1.69
Total Other expenses	2,310.75	1,595.29

Note No. 6 : Computation of Book Depreciation and Fixed Assets**Rs in Lakhs**

	Opening Balance	Additions / Deletions	Allocatio	Closing Balance	Depreciation	Closing Balance
Assets - Office Equipment	0.53	-		0.53	0.32	0.21
Assets - Furniture & Fittings	0.34			0.34	0.12	0.22
	0.87	-	-	0.87	0.44	0.43

Note 6A: Details for Intangible Assets:

Assets - Software WIP	15.41	-		15.41	-	15.41
	15.41	-	-	15.41	-	15.41

Note No. 6 : Computation of Book Depreciation and Fixed Assets**Rs in laksh**

	Opening Balance	Additions / Deletions	Allocation of Pre Operative Expenses	Closing Balance	Depreciation	Closing Balance
Land	836.00	4.00		840.00	-	840.00
Computer Systems & Printers	24.00	3.00		27.00	1.00	26.00
Furniture & Fittings	9.00	20.00		29.00	5.00	24.00
Transport Vehicle	3.00	25.00		28.00	2.00	26.00
Airconditioner	4.00	1.00		5.00	-	5.00
(TV, Camera, Cash Counting Machine, Water Purifier)	20.00	9.00		29.00	3.00	26.00
Buildings						
Marketing Office	69.00	-		69.00	1.00	68.00
LIFT	60.00	619.00		679.00	6.00	673.00
Main Mart - Assets	12,432.84	11.07		12,443.91	81.00	12,362.91
Mockup Zone	331.00	-		331.00	6.00	325.00
Infra Structure	1,311.00	11.00		1,322.00	-	1,322.00
Weekly Mart						
Building	3,680.00	-	-	3,680.00	53.00	3,627.00
Electrical	266.00	-	-	266.00	16.00	250.00
IBMS	179.00	-	-	179.00	12.00	167.00
Office Equipements	24.00	-	-	24.00	4.00	20.00
Genset 1010 KVA DG SET	58.00	-	-	58.00	5.00	53.00
Lift - Weekly Mart	188.00	-	-	188.00	14.00	174.00
	19,494.84	703.07	-	20,197.91	209.00	19,988.91
Main Mart Depreciation Unclaimed :						
First Floor, Secon Floor & Main Mart Structure	1,484.00	1,400.00				2,884.00
Total	20,978.84	2,103.07				22,872.91

Rs in Lakhs

Note 6A: Details for Intangible Assets:

Particulars	Op.Bal 31.03.2022	Additions	Deletions	Clo.Bal 31.03.2023
DDCP Subtresury - Salem	87.00	-	-	87.00
DDR - Bhavani	24.00	-	-	24.00
Environmental Clearance	10.00	-	-	10.00
Gangapuram Panchaiyath - DDR	7.00	-	-	7.00
Tamilnadu Pollution Control Board	34.00	-	-	34.00
Management Consulting Fee	87.00	-	-	87.00
Technical Fee	643.06	-	-	643.06
Preliminary Expenses	-	-	-	-
	<u>892.06</u>	<u>-</u>	<u>-</u>	<u>892.06</u>

Note No. 6 : Computation of Book Depreciation and Fixed Assets**Rs in Laksh**

	Opening Balance	Additions / Deletions	Closing Balance	Depreciation	Closing Balance
Computer Systems & Printers	1.00	7.00	8.00	2.00	6.00
Furniture & Fittings	-	1.00	1.00	-	1.00
	1.00	8.00	9.00	2.00	7.00

Note 6: Property, Plant, Equipment:**Rs in laksh**

Particulars	Solar Power Panel		Total
Gross Block at cost			
As at 31.03.2022	163.00		163.00
Additions	59.00		59.00
Deductions			
As at 31.03.2023	222.00	-	222.00

ACCUMULATED DEPRECIATION

Upto 31.03.2022			
Additions			
Deductions	-		
Upto 31.03.2023	-	-	-
Carrying Value as at March 31, 2023	222.00	-	222.00
Carrying Value as at March 31, 2022	163.00	-	163.00

TEXVALLEY MARKET LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (NOTE 1)

1. PRINCIPLES OF CONSOLIDATION:

The financial statements of the company and its associate company is appended on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS-21) – Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. With regard to the financial statement of **M/s. TEXVALLEY MARKET LIMITED**, reporting date of the financial statement is 31.03.2023.

The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared to the extent possible in the same manner as the company's separate finance statements.

The Consolidated financial statements relate to the Company and its associate company, in which the company is holding substantial control over ownership and voting power. The consolidated financial statements have been prepared on the following bases.

- The financial statements of the company and its associate is consolidated on a line – by-line basis, by adding together the book values of like items of assets, liabilities, incomes and expenses after fully eliminating intra group balances. In accordance with the Accounting standard (“AS”) 21”Consolidated financial statements” as referred to in the companies (AS) rules, 2006.
- As far as possible the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as standalone financial statements of the company.
- The Company owns more than 99.99% of the equity shares and 100% of CCPS in its subsidiary company viz., M/s. Erode Textile Mall Pvt Ltd. The rest of the holdings in the subsidiary company are held by the directors who are also directors in the M/s. Texvalley Market Ltd. Similarly, the holdings of M/s. Texvalley Weekly Market Limited are held by the directors of M/s. Texvalley Market Limited. Hence, no shares for minority interests have been provided for in the consolidated balance sheet.

2. Basis of preparation

These consolidated financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. The Group considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The functional currency of the Company and its Indian subsidiaries is the Indian Rupee (₹). The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

The significant accounting policies used in preparation of the consolidated financial statements have been discussed in the respective notes.

3. Basis of consolidation

The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

4. Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The GST is not received by the Company on its own account. Rather, it is tax collected on value added to the rent receipts by the shop owners on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

5. Property, Plant and Equipment (PPE)

These are stated at cost. Subsequent cost of improvements thereto including taxes, duties, freight and other incidental expenses related to acquisition and installation are added to the cost of the asset.

6. Depreciation:

Has been set out in the notes of accounts of the financial statement of the company and its associate.

7. Provision for income tax and deferred tax assets:

The Group uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Group exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

8. Provisions and contingent liabilities:

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Group uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised 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 the control of the Group 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 the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

However, the holding company is a Corporate Guarantor for the loans obtained by ERODE TEXTILE MALL PVT LTD with Bank of India and Indian Overseas Bank. No provision has been made as on the date of the balance sheet for these loans.

9. Employee benefits:

The accounting of employee benefit plans in the nature of defined benefit requires the Group to use assumptions. These assumptions have been explained under employee benefits note.

10. Cash and cash equivalents:

The Group considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

11. Reports on Disputed Liabilities:

According to the information and explanations given to me, there are no disputed liabilities as on the date of balance sheet.

12. Previous year figure have been regrouped wherever required during the year under audit. The figures are rounded off to the nearest lakhs.

	(S/d)	(S/d)
DATE: 29-09-2023	(P.RAAJASHEKAR)	(D.P.KUMAR)
PLACE: ERODE	Director	Director
	DIN: 01729618	DIN:01730462

"As referred to in my report of even date."

	(S/d)
DATE: 29-09-2023	S.DEEPAK.,B.COM.,FCA.,
PLACE: ERODE	CHARTERED ACCOUNTANT
	MEMBERSHIP NO:216886
	UDIN:23216886BGSZRZD1078