



29.05.2024

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Scrip Code: 539216

Dear Sir,

Subject: Secretarial compliance report under Regulation 24A (2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

This is to inform you that pursuant to the captioned Regulation 24A (2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 please find the Annual Secretarial Compliance Report received from G.V. and Associates for the financial year 2023 – 2024.

Kindly take note of the same.

Thanking you,  
Yours faithfully,  
For Garment Mantra Lifestyle Limited



Lakshmi Priya. K  
Company Secretary  
Membership No: A36135



# G.V. AND ASSOCIATES

Company Secretaries

Partners :

**G. Vasudevan**, B.Com, LL.B, FCS

**L. Bharathi**, B.A.(CS), FCS

**V. Nithya**, B.Com, ACS

**N. Srividhya**, B.Com, ACS



**Coimbatore Office :**

'G.V. Enclave' 18/30, Ramani Street,  
K.K. Pudur, Saibaba Colony  
(Opp. Road to Saibaba Colony  
Hotel Annapoorna Road - 4th Right)  
Coimbatore - 641 038.

**Chennai Office :** New No. 161-3, Old No. 72-3,  
Second Floor, Jayalakshmi S1, Lake View Road,  
West Mambalam, Chennai - 600 033.

**SECRETARIAL COMPLIANCE REPORT OF  
M/S. GARMENT MANTRA LIFESTYLE LIMITED  
(Formerly Known as JUNCTION FABRICS AND APPARELS LIMITED)  
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Garment Mantra Lifestyle Limited (CIN: L18101TZ2011PLC017586) (hereinafter referred as 'the listed entity'), having its Registered Office at No.15, Murthy's Plaza Kariagounder Street, Khaderpet, Tirupur - 641601. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, G.V. and Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Garment Mantra Lifestyle Limited ("the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report.



Secretarial Compliance Report –GMLL-31.03.2024  
G.V and Associates, Company Secretaries  
Peer Reviewed Firm  
C. No. 829/2020

For the financial year ended 31.03.2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable to the Listed Entity during the Review Period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Listed Entity during the Review Period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the Listed Entity during the Review Period;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not Applicable to the Listed Entity during the Review Period;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (i) circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



Secretarial Compliance Report –GMLL-31.03.2024  
G.V and Associates, Company Secretaries  
Peer Reviewed Firm  
C. No. 829/2020

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	27(2)	Nil	Nil	Nil	Nil	Nil	The Corporate Governance Report for the quarter April 2023 to June 2023 was submitted within due date (i.e 21 <sup>st</sup> July 2023). But the revised report for the said quarter was submitted on 12.9.2023 which is after the due date.	The Company has inadvertently missed to enter the SR Committee meeting held on 10 <sup>th</sup> of February, 2023. Hence the revised report was submitted on 12.09.2023.	NIL



2.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	30	There was a delay in submission	Nil	Nil	Non Compliance of Regulation	Nil	<p>As per Regulation 30 of SEBI (LODR), the outcome of Board Meeting has to be intimated within 30 minutes from the conclusion of Board Meeting.</p> <p>The Board Meeting held on 25.05.2023 was concluded at 4.45 p.m. but the outcome was submitted to stock exchange at 5.17 p.m. which is in delay of 2 minutes.</p>	<p>There was an issue in BSE website during uploading and preview option. The website took quite a longer time and in spite of that we were logged out of the login which caused delay in submission.</p>	Nil
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3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	40	There was a delay in submission	Nil	Nil	Non Compliance of Regulation	Nil	<p>As per Regulation 40 of SEBI (LODR), the certificate on share transfer audit from Practicing Company Secretary (PCS) has to be submitted simultaneously.</p> <p>The Company has obtained PCS certificate on 11.04.2023 but the same was submitted to stock exchange on 12.04.2023 which is submitted next day from the date of report of PCS.</p>	The Report was received after office hours and hence it was filed the immediate next day.	Nil
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the Previous reports) (PCS)	Observations Made in the secretarial compliance report	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations And actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Fine has been paid by the entity for non-submission of related party disclosure in XBRL mode	31.03.2023	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015	Submission of Related party disclosure in PDF Mode instead of XBRL mode	The fine amount of Rs.41,300/- imposed by BSE was paid by the entity.	The Company is taking necessary steps to file reports within due date and in prescribed format.



I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)</p>	Yes	Nil
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations /circulars / guidelines issued by SEBI.</p>	Yes  Yes	Nil
3.	<p><b>Maintenance and disclosures on Website:</b></p> <p>The Listed entity is maintaining a functional Website.</p> <p>Timely dissemination of the documents/ information under a separate section on the website.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re directs to the relevant document(s)/section of the website.</p>	Yes  Yes  Yes	Nil
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	Nil





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>Identification of material subsidiary companies.</p> <p>Disclosure requirement of material as well as other subsidiaries.</p>	<p>Yes</p> <p>Yes</p>	<p>Nil</p>
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>Nil</p>
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>Nil</p>
8.	<p><b>Related Party Transactions:</b></p> <p>The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<p>Yes</p> <p>NA</p>	<p>Nil</p>



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits Prescribed there under.</p>	No	As stated in the above mentioned table.
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	Nil
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	NA
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	NA	NA



**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 28.05.2024

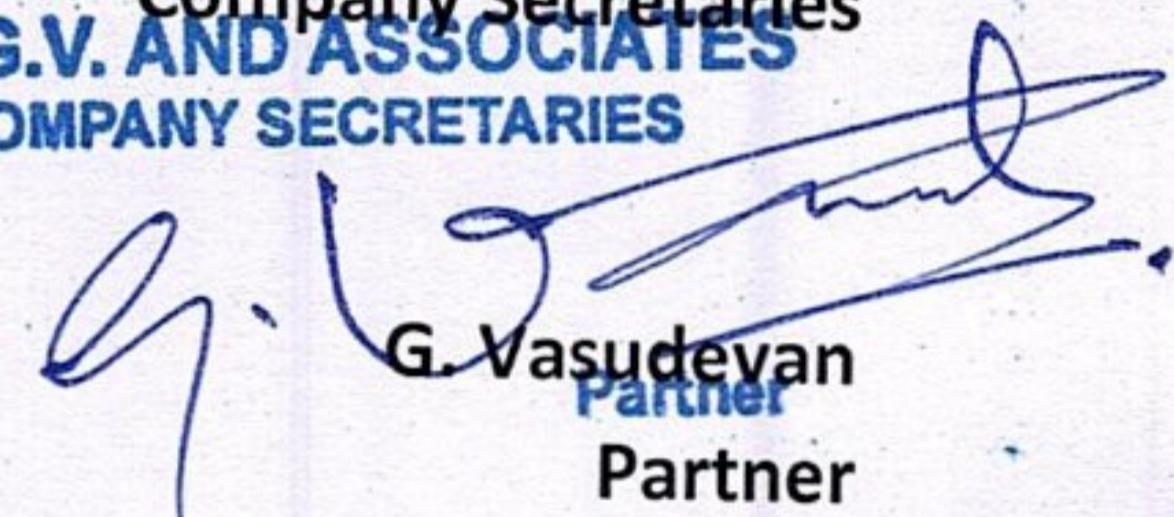
Place: Coimbatore

ICSI UDIN: F006699F000460284

For G.V and Associates

Company Secretaries

**For G.V. AND ASSOCIATES**  
**COMPANY SECRETARIES**



G. Vasudevan

Partner

FCS No.:6699

C P No.:6522

**G.VASUDEVAN, B.Com., LL.B., FCS**  
**COMPANY SECRETARY IN PRACTICE**  
FCS 6699 CP 6522