

Secretarial Compliance Report

of **Gangotri Textiles Limited** (CIN: L17115TZ1989PLC002491) for the year ended 31/03/2023

I, V.M. VENNILA, Company Secretary in practice, having office at A-3, THASAMI ENCLAVE, 28, KULATHERI MAIN ROAD, UPPILIPALAYAM, COIMBATORE-641015 have examined:

- (a) All the documents and records made available to us and explanation provided by Gangotri Textiles Limited
- (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 certification,

For the year ended 31/03/2023 in respect of compliance with provisions of:

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

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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;
- (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 year under Review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; not applicable to the listed entity during the year under Review.



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable to the listed entity during the year under Review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable to the Listed entity during the year under Review.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Observations made under other regulations



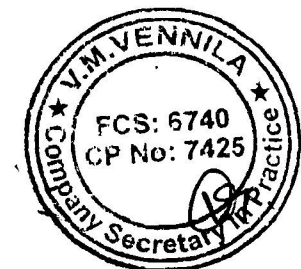
Annexure A

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

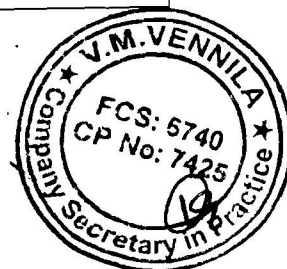
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	<p>YES-All the applicable Secretarial Standards are followed except 1) Non Compliance of 4.1.2 of SS2, Since the Company has not appointed any Company Secretary 2) Non Compliance of 8.5.2 and 8.5.3 of SS2, since the Company has not updated website it has not displayed notice or provided necessary information about e-voting and related activities</p>	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	<p>Yes except Updation of Website relating to SEBI Regulations</p>	<p>Updation of website not done</p>



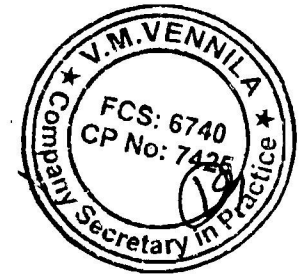
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	<p>Yes</p> <p>No</p> <p>No</p>	<p>Updation of website not done</p> <p>Annual corporate governance reports under Regulation 27(2) are not displayed in the website</p>
4.	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Not applicable</p> <p>Not applicable</p>	<p>The Company does not have any subsidiary Companies</p>
6.	<p><u>Preservation of Documents:</u> 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>	



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	No related party transactions entered by the Company Not Applicable	The company is not a going concern since all the assets of the Company have been taken by the bankers
9.	<u>Disclosure of events or information:</u> 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 thereunder.	YES (Where ever applicable)	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI(Prohibition of Insider Trading) Regulations, 2015	Not Applicable	The shares of the Company are not regularly traded in Stock exchanges. The Company is not functioning and not in going concern state.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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 there under	No	The details are disclosed below in Table (b)

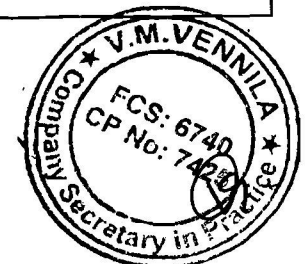


12.	<u>Additional Non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	1 Listing fee not paid for the Financial Year 2022-2023 for BSE 2. Listing fee not paid for the Financial Year 2022-2023 for NSE
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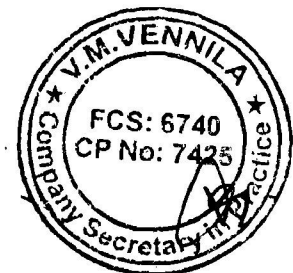


(a) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

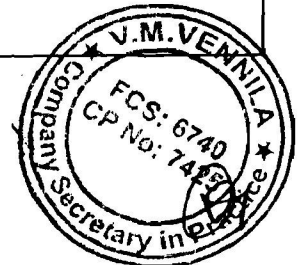
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No resignation of Statutory Auditor during the Financial Year</p>



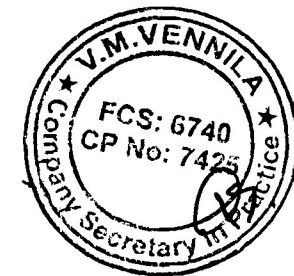
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	<p>NA</p> <p>NA</p>	<p>No resignation of Statutory Auditor during the Financial Year</p>



	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA NA	
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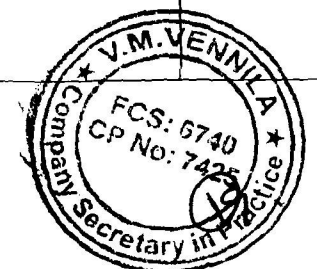


	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No resignation of Statutory Auditor during the Financial Year



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

Sr.No	Compliance Requirement (Regulations/ circulars/ guidelines with 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 LODR Regulation	Regulation 14	Non payment of listing fee	M/s Bombay Stock Exchange India Ltd, Mumbai	BSE had levied interest & informed to proceed with delisting	Listing fee not paid for the Financial Year 2022-2023 w.r.t BSE		The Company is yet to pay the amount.	Nil	
2.	SEBI LODR Regulation	Regulation 14	Non payment of listing fee	M/s National Stock Exchange India Ltd, Mumbai	NSE had levied interest	Listing fee not paid for the Financial Year 2022-2023 w.r.t NSE		The Company is yet to pay the amount.	Nil	
3.	SEBI LODR Regulation	Regulation 6(1)	Non appointment of Qualified Company Secretary	M/s National Stock Exchange of India Ltd, Mumbai.	NSE had levied penalty	Non appointment of Qualified Company Secretary for the quarter ended 30/06/2020 under the regulation 6 of SEBI (LODR) Regulations 2015	NSE has levied penalty of Rs.5,900 for the earlier years	The Company has not filled the vacant position of Company Secretary w.e.f. 26/12/2019.	The Management replied that it is in search of suitable candidate.	

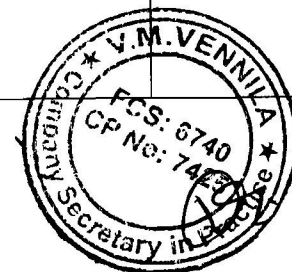


(c) The listed entity has taken the following actions to comply with the observations made in previous reports:

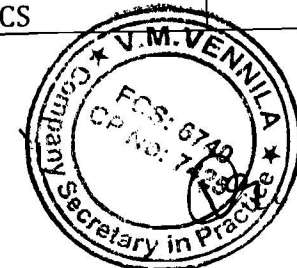
Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI LODR Regulation	Regulation 52(1)	Delay in submission of Quarterly results.	M/s National Stock Exchange of India Ltd, Mumbai	NSE has levied penalty	Belated submission of un-audited financial results for the quarter ended 30-09-2015 under Clause 41 of the Listing Agreement	NSE has levied penalty of Rs. 34,68,073	The Company has filed an Appeal before the appellate forum (SAT), contesting the said penalty. As per the order received the penalty is determined as Rs.34,73,073. The Company is yet to pay the penalty amount	Nil	
2.	SEBI LODR Regulation	Regulation 33(d)	Delay in submission of Audited results	M/s National Stock Exchange of India Ltd, Mumbai.	NSE has levied penalty	Belated submission of audited financial Results for the year ended 31-03-2017. under Regulation 33(d) of the SEBI (LODR) Regulation 2015	NSE has levied penalty of Rs. 8,03,073	The Company has filed an Appeal before the appellate forum (SAT) contesting the said penalty. As per the order received the Fine payable is reduced to Rs.6,68,073. The Company is yet to pay the penalty amount.	Nil	



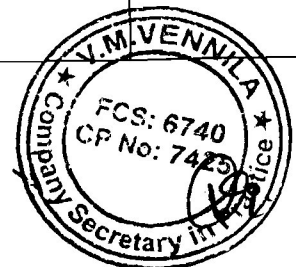
3.	SEBI LODR Regulation	Regulation 14	Non payment of listing fee	M/s Bombay Stock Exchange India Ltd, Mumbai	BSE had levied interest BSE stated, it is going to proceed with delisting	Listing fee not paid for the Financial Years 2016-17, 2017-2018, 2018-19, 2019-2020 2020-2021 2021-2022	1. BSE had levied interest along with payment of Listing fee in this regard. 2. BSE had intimated, if ALF is not paid before the cut off period of 28/10/2020, the exchange will proceed with compulsory delist of equity shares directing the promoters to acquire the Equity shares under SEBI (Delisting of Equity Shares) Regulation 2009	The Company is yet to pay the amount.	Nil The Company had replied due to financial crisis the promoters are not in a position to acquire equity shares held by the public and not in a position to pay the arrear ALF.	
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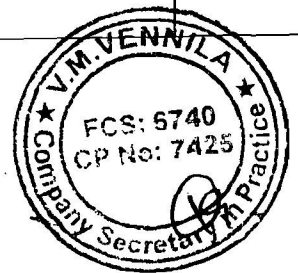
4.	SEBI LODR Regulation	Regulation 14	Non payment of listing fee	M/s National Stock Exchange of India Ltd, Mumbai	NSE had levied interest	Listing fee not paid for the Financial Year 2016-17, 2017-2018, 2018-19, 2019-2020, 2020-2021, and 2021-2022	NSE had levied interest along with payment of Listing fee in this regard.	The Company is yet to pay the amount.	Nil
5.	SEBI LODR Regulation	Regulation 6(1)	Non appointment of Qualified Company Secretary	M/s National Stock Exchange of India Ltd, Mumbai.	NSE had levied penalty	Non appointment of Qualified Company Secretary for the quarter ended 30/06/2020 under the regulation 6 of SEBI (LODR) Regulations 2015	NSE has levied penalty of Rs.5,900.	The Company has not filled the vacant position of Company Secretary w.e.f 26/12/2019.	Consequent to the death of erstwhile CS Mr. Maxim Joseph the Company has not yet appointed a qualified CS. The Company has informed Stock Exchange that Shri Manoj Kumar Tibrewal MD would act as a Compliance officer till appointment of CS



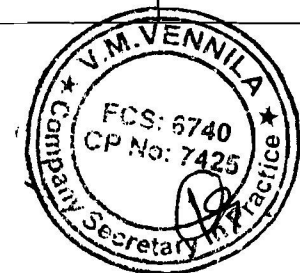
6.	SEBI LODR Regulation	Regulation 23 (9)	Non-disclosure of related party transactions	M/s National Stock Exchange of India Ltd, Mumbai.	NSE has levied penalty	Non-disclosure of related party transactions for the half year ended 30 th September, 2020 under regulation 23 (9) of SEBI (LODR) Regulations 2015	NSE has levied penalty of Rs.3,65,800	The Company has filed the return belatedly on 21/01/2021	Nil
7.	OTHERS	DGFT	Non-fulfillment of Export Obligation.	Commissioner of Customs	The office of the Commissioner of Customs, Chennai had imposed penalty	For Non-fulfillment of Export Obligation.	The office of the Commissioner of Customs, Chennai have imposed penalty to the extent of Rs. 1,53,77,000/ towards non-fulfillment of Export Obligation	The company has sent a reply to the Commissioner of customs, Chennai on 9-2-2016 stating that since the entire assets of the company have been sold by the Lenders, the company is neither having any machinery to fulfill Export Obligation nor any source of Income to pay the demand and requested to drop further proceeding in this regard. M/s State	Nil



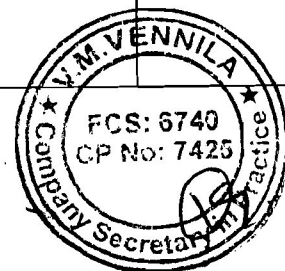
							<p>Bank of India. Stressed Asset Management Branch, Coimbatore has filed a Writ Petition in W.P 24864 / 15 before the Hon'ble High Court, Chennai challenging that the Customs Department is not having a First Charge on the properties put to e-auction under the provision of SARFAESI Act contending that the SARFAESI Act, overrules the Customs Act on priority basis. The Director of Revenue Intelligence, Coimbatore have also filed a Miscellaneous Petition praying to permit them to implead as third Respondent in W.P No 24864 /15 The above matters are sub-judice.</p>		
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8.	OTHERS	DGFT	Issue of Demand notice for non fulfillment of export obligation	Commissioner of Customs	The office of the Commissioner of Customs, Chennai have imposed penalty	For fulfillment of export obligation covering E.P.C.G Licenses.	Non-The Company has received a demand notice dated 20/01/2016 from Commissioner of Customs vide notification No.97/2004 proposing a penalty of Rs.55,90,28,760 for non fulfillment of export obligation covering 45 E.P.C.G Licences.	The Company has filed an Appeal before the Appellate Forum, New Delhi. The matter is sub-judice.	Nil	
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9.	OTHERS	Income tax	Section 271(1)(c) of Income Tax Act	Commissioner of Income tax	Imposition of penalty	Section 271(1)(c) of Income Tax Act	The Commissioner of Income tax, Coimbatore vide his order dated 28/09/2016 dismissed the appeal (Appeal No.148/15-16) and Confirmed the penalty under section 271(1)(c) amounting to Rs.7,30,48,153	The Company has filed appeal before the Income tax Appellate Tribunal, Chennai. The Tribunal has also dismissed the appeal and the Company has filed an appeal before Chennai, High Court and it is sub judice. The High Court of Judicature at Madras vide its judgement in TCA dated 25-08-2020 has dismissed the appeal and confirmed the penalty. Against this, the Company has filed a Review Application No.99/2020 in the same Court for reconsideration. The High Court of judicature at Madras vide its Judgement in Review Application No.99 of 2020 dated 16/12/2020 dismissed the said review application, the Order of which being	Nil	
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								circulated to the Directors for reference and record. The Company is preferring an Appeal in the Hon'ble Supreme Court of India, New Delhi against the order of the High Court.		
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Observations:

1. It is hereby observed that the Company during the Financial year 2021-2022 has conducted Annual General Meeting through Video Conferencing and the soft copies of Annual report were dispatched to Shareholders whose mail id's are registered with Company/RTA.
2. The Company Disclosure of Related Party transactions U/R 23(9) of SEBI LODR regulations, 2015 was not done since the Company does not have any transactions under this head
3. The company is no longer a going concern. The Board of Directors in their meeting held on 06.08.2019 decided to voluntarily wind up the Company and passed special resolution to this effect in the AGM of the Company held on 27.09.2019.

V.M. Vennila

CS.V. M. VENNILA, M.B.A., F.C.S.,
A3, Thasami Enclave,
28, Kulatheri Main Road,
Uppillipalayam, Coimbatore - 641 015.
FCS - 6740, CP No: 7425

Name: V.M.Vennila,
Membership No. F.C.S-6740
C.P. No.7425
UDIN: F006740E000363998
PR No: 1606/2021

Place: Coimbatore
Date: 24/05/2023

