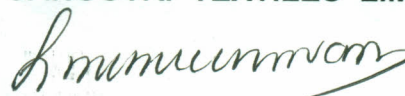


**Compliance Report on Corporate Governance**  
Name of the Company : **GANGOTRI TEXTILES LIMITED**  
Quarter ending on : **31 -12- 2018**

PARTICULARS	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 (I)	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Non executive Directors are paid only sitting fees and no other compensation is being paid
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	The Company is not having any Subsidiary Companies
<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	The money raised from the follow-on Public Issue have been utilized for the purposes mentioned in the Prospectus.
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	Attached to the 29 <sup>th</sup> Annual Report-2018
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Yes. Attached to the 29 <sup>th</sup> Annual Report – 2018
<b>VII. Compliance</b>	49 (VII)	Yes	

For **GANGOTRI TEXTILES LIMITED**



**AUTHORISED SIGNATORY**

Coimbatore  
2-1-2019