

**REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : GANGOTRI TEXTILES LIMITED  
2. Quarter ending : 30-9-2019

Name Of the Director	PAN	DIN	Category	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	No of Directorship In Listed Entities including this entity	No of Independent Directorship In Listed Entities including this entity	No of Memberships in Audit/ Stake Holder Committee including This entity	No of Chair person in Audit/ Stake Holder Committee including This entity
Sri. Manoj kumar Tibrewal	ABU PT54 56C	008 066 53	Managing Director	28-9-2002	---	---	---	2-1-1960	One	NIL	One (SHRC)	---
Sri. Mohanlal Tibrewal	ABS PT14 68J	008 118 53	Executive Director	18-10-1991	---	---	---	9-5-1951	One	NIL	One (SHRC)	---
Sri. N.Venkat esan	ABB PV93 97D	070 292 57	Independent Director	12-11-2014	---	---	5 Years	9-4-1943	One	NIL	One (SHRC)	One
Smt. M.V.Surya prabha	AIQP M45 08D	052 106 44	Independent Director	12-11-2014	---	---	5 Years	3-9-1962	One	NIL	One	---
A.R.Muralidharan	AAF PM6 937P	070 676 06	Independent Director	14-2-2017	---	---	2.5 years	20-12-1953	One	NIL	---	---
Sri.S.Sivashanmugam	AIXP S269 2H	082 990 22	Independent Director	11-12-2018	---	---	10 Months	20-3-1941	One	NIL	NIL	NIL
Sri. R.P.Joshua	ACO PJ48 01C	000 455 89	Nominee Director	30-10-2009	---	---	---	26-12-1941	One	NIL	One	NIL

3. Whether regular Chairperson appointed : No

4. Whether Chairperson is related to Managing Director or CEO : No

<b>II. Composition of Committee</b>					
Name of Committee	Wether Regular Chairperson Appointed	Name of Committee Members	Category	Date of Appointment	Date of Cessation
1.Audit Committee	Yes	Sri. N.Venkatesan Sri. R.P Joshua Smt.MV.Suryaprabha	Chairperson Member Member		
2.Nomination & Remuneration Committee	Yes	Sri. N.Venkatesan Sri. R.P Joshua Smt.MV.Suryaprabha	Chairperson Member Member		
3. Risk Management Committee	N.A	N.A	N.A	N.A	N.A
4.Stakeholders Relationship Committee	Yes	Sri. N.Venkatesan Sri. Manoj Kumar Tibrewal Sri. Mohanla Tibrewal	Chairperson Member Member		

<b>III. Meeting of Board of Directors</b>					
Date of Meeting( if any ) in the Previous Quarter	Date of Meeting( if any ) in the Relevant Quarter	No of Directors present	No of Independent Directors present	Date(s) of Meetings of the Committee in the previous Quarter	Maximum gapbetween any two consecutive meetings in number of days.
6-8-2019	21-10-2019			6-8-2019	77 days

<b>V.Related Party Transaction : Nil</b>	
Subject	Compliance status (Yes / No )
1.Wether prior approval of the Audit Committee obtained	N.A
2.Wether Shareholder approval obtained for material RPT	N.A
3.Wether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A

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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

2. The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

a. Audit Committee

b. Nomination & Remuneration Committee

c. Stakeholders Relationship Committee

d. Risk Management Committee

e. Risk Management Committee ( Applicable to Top 100 Listed Entities)

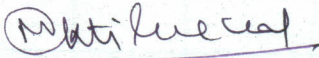
3. The Committee Members have been made aware of their Powers, Roll and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

4. The meetings of the Board of Directors and the above Committees have been conducted in the manner specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors . Any comments / observations / advice of the Board of Directors may be mentioned here.

9.10.2019

**For GANGOTRI TEXTILES LTD.**



**MANOJ KUMAR TIBREWAL**  
**MANAGING DIRECTOR**

**FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF FINACIAL YEAR FOR THE WHOLE OF FINANCIAL YEAR.**

<b>Disclosure on website in terms of Listing Regulations</b>		
Item	Compliance Status YES /NO /N.A	If yes, provide to website link If No/ N.A, provide reasons
<b>As per Regulation 46(2) of LODR</b>		
a)Details of Business	YES	No business is taking place since the Lenders have sold the entire Assets of the Company Web site: <a href="http://www.gangotritextiles.co.in">www.gangotritextiles .co.in</a>
b)Terms & Conditions of appointment of Independent Directors	YES	
c)Composition of various Committees of Board of Directors	YES	
d)Code of Conduct of Board of Directors and Senior Management Personnel	YES	
e)Details of establishment of Vegil Mechanism / Whistle Blower Policy	YES	
f)Criteria of making payments to Non-executive Directors		Non-executive Directors are being paid Sitting Fees only
g)Policy on dealing with Related Party Transaction	N.A	
h)Policy of determining "Material: subsidiaries	N.A	
i)Details of familiarization programmes imparted to Independent Directors	YES	
j)E-mail address for grievance redressal and other relevant details	YES	Mks.tibre@gmail.com
k>Contact information of the Designated Officials of the Listed Entity who are responsible for assessing and handling Investor Grievances	YES	Manoj Kumar Tibrewal Managing Direrctor
l)Financial Results	YES	
m)Shareholding pattern	YES	
n)Details of Agreements entered into with Media Companies and / or their Associates	N.A	
o)Schedules of Analyst or Institutional Investors meet and presentations made by the Listed Entity to Analyst or Institutional Investors simultaneously with submission to Stock Exchanges	NO	

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Item	Compliance Status YES /NO /N.A	If yes, provide to website link If No/ N.A, provide reasons
p)New name and Old name of the Listed Entity	N.A	Name unchanged
q)Advertisements as per Regulation 47(1)	YES	
r)Credit Rating or revision in Credit Rating obtained by the Entity for all its outstanding Instruments	N.A	
s)Separate Audited Financial Statements of each subsidiary of the Listed Entity in respect of relevant Financial Year	N.A	
<b>As per other Regulations of the LODR</b>		
a)Whether company has provided information under separate Section on its website as Regulation 46(2)		
b)Materiality Policy as Regulation 30	N.A	
c)Dividend Distribution Policy as per Regulation 43A as applicable		
It is certified that these contents on the website of the Listed Entity are correct.		

<b>II. Annual Affirmations</b>		
Particular	Regulation NUMBER	Compliance Status (Yes / No / N.A)
Independent Directors have been appointed in terms of specified criteria of independence and / or eligibility	16(1)(b)&25(6)	YES
Board composition	17(1),17(1A) & 17(1B)	YES
Meeting of Board of Directors	17(2)	YES
Quorum of Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees / Compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	N.A

Performance evolution of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum number of Directorship	17(A)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1)&(2)	YES
Quorum of Nomination & Remuneration Committee	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20(3A)	YES
Composition & Roll of Risk Management Committee	21(1) (2) (3) (4)	N.A
Meeting of Risk Management Committee	21(3A)	N.A
Vigil Mechanism	22	YES
Policy for Related Party Transaction	23(1) (1A) (5)(6) (7) & (8)	N.A
Prior or omnibus approval of Audit Committee for all Related Party Transaction	23(2). (3)	N.A
Approval for Material Related Party Transaction	23(4)	N.A
Disclosure of Related Party Transaction on consolidated basis	23(9)	N.A
Composition of Board of Directors of unlisted Material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of Listed Entity	24(2)(3)(4)(5)&(6)	N.A
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	N.A
Maximum Tenure	25(2)	YES
Meeting of Independent Directors	25(3) &(4)	YES
Familiarization of Independent Directors	25(7)	YES
Declaration from Independent Directors	25(8) &(9)	YES
Directors and Officer's Insurance	25(10)	N.A
Membership in Committees	26(1)	YES
Affirmation with compliance to Code of Conduct from Members of Board of Directors and Senior Management Personnel	26(3)	YES
Disclosure of Shareholding by Non-executive Directors	26(4)	N.A
Policy with respect to obligations of Directors and Senior Management Personnel	26(2) & (5)	YES

**III. Affirmation**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

9.10.2019

For GANGOTRI TEXTILES LTD.  
  
MANOJ KUMAR TIBREWAL  
MANAGING DIRECTOR

**ANNEXURE III**

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF SIX MONTHS AFTER  
END OF FINANCIAL YEAR ALONG WITH THE SECOND QUARTER'S REPORT OF ~~NEXT~~  
NEXT FINANCIAL YEAR

<b>Affirmations</b>		
Broad Heading	Regulation Number	Compliance Status Yes / No / N.A
Copy of Annual Report including Balance Sheet Profit&Loss Account, Directors' Report, Corporate Governance Report ,Business Responsibility Report displayed on Website	46(2)	Yes
Presence of Chairperson of the Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination & Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether Corporate Governance Report disclosed in the Annual Report	34(3) read with para C of Schedule V	Yes

9-10-2019

**For GANGOTRI TEXTILES LTD.**

*(Signature)*

**MANOJ KUMAR TIBREWAL  
MANAGING DIRECTOR**