

KOKILA & ASSOCIATES

COMPANY SECRETARIES*

No.15, 1st Cross Street,
Maravaneri, Salem-636007.

K.M. KOKILA RANI B.Com (CA&A), F.C.S

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Secretarial Compliance Report

of **Gangotri Textiles Limited** (CIN: L17115TZ1989PLC002491) for the year ended
31/03/2026

I, KOKILA RANI K M, Company Secretary in practice, having office at NO.15, 1ST Cross Street, Maravaneri, Salem-636007 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 31/03/2026 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, to the extent applicable to this Company
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; to the extent applicable to this Company
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011; Not applicable to the Listed entity during the year under Review.



- (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 and related circulars to the extent applicable to this Company
- (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.	<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	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 WEBSITE related clauses in SS2, since the Company has not updated website	
2.	<u>Adoption and timely Updation of the Policies:</u> • 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	Yes Except 1) Updation of Website relating to SEBI Regulations 2) The Board presently has only four Directors. Composition of Board of Directors is not as per 17(1) of SEBI LODR Regulation 2015. 3) The Company has not appointed any CEO so far	Updation of website not done The Management states that since the Company is not a Going concern the appointment of CEO has not been done



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	The company is not a going concern
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 there under.	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)



	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.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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.	NA	No resignation of Statutory Auditor during the Financial Year



	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. 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.	NA NA NA	
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	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriated is claimer 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.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	



(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 Annual 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 2025-2026 w.r.t BSE	Fine not imposed so far	The Company is yet to pay the amount.	The Company has not been operational since 2015 following the sale of its entire assets by lenders and is financially distressed with no source of income.	
2.	SEBI LODR Regulation	Regulation 14	Non payment of Annual listing fee	M/s National Stock Exchange India Ltd, Mumbai	NSE had levied interest	Listing fee not paid for the Financial Year 2025-2026 w.r.t NSE	Fine not imposed so far	The Company is yet to pay the amount.	The Company has not been operational since 2015 following the sale of its entire assets by lenders and is financially distressed with no source of income.	



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 Company has' Petition before NCLT, Chennai on 20-11-2024 vide IBBi ref No.IAAA-1124-006501. The matter is subjudice.	
4.	SEBI LODR Regulation	Regulation 17(1)	Non compliance regarding Composition of Board of Directors	1. M/s Bombay Stock Exchange and National Exchange of India Ltd, Mumbai.	Both BSE & NSE has levied penalty	Non-Compliance regarding Composition of Board Directors for the quarter ended 30/09/2024 under the Regulation 17(1) of SEBI (LODR) Regulations 2015	Both BSE and NSE individually of vide their Notice dated 21-11-2024 has levied a penalty of Rs.4,60,000, including 18% GST of Rs.82,800, making the total fine payable Rs.5,42,800		The Management vide their letter dated 26/11/2024 states that the Company is unable to identify a Director and Comply with Regulation 17(1) and requested the exchange to waive the fine amount	



			Non compliance regarding Composition of Board of Directors	2. National Stock Exchange of India Ltd, Mumbai.	NSE has levied penalty	Notice for Non compliance of composition of Board of Directors for the quarter ended 31/03/2024 under the regulation 17(1) of SEBI (LODR) Regulations 2015	NSE vide their Notice No. NSE/LIST/SOP/COMB/FINES/0578 dated 22-05-2024 has levied a penalty of Rs.1,75,000 including 18% GST of Rs.31,500, making the total fine payable Rs.2,06,500		The Management has sent a reply letter dated 24/05/2024 requested the exchange to waive the fine amount	
			Non compliance with Regulation 76 of SEBI LODR	3. NSE vide their Notice No.NSE/LIST/SOP/COMB/FINES/0578 dated 22-05-2024 has informed that the trading of securities in NSE would be suspended due to the non-compliance of provisions of LODR Regulation, 2015.						



			Non compliance with SEBI LODR Regulation	4. BSE vide their Notice No.20250152 dated 20-01-2025 has informed that the trading of securities in BSE would be suspended with effect from 20/02/2025 due to the non-compliance of the provisions of LODR Regulation, 2015				The Company has not been operational since 2015 following the sale of its entire assets by lenders and is financially distressed with no source of income.		
5	SEBI LODR Regulation	Regulation 6	Non appointment of Qualified Company Secretary	M/s Bombay Stock Exchange and National Stock Exchange of India Ltd, Mumbai.	Both BSE & NSE has levied penalty	Non-appointment of Qualified Company Secretary for the quarter ended 30/09/2024 under the regulation 6 of SEBI (LODR) Regulations 2015	Both BSE & NSE individually has levied penalty of Rs.92,000 including 18% GST of Rs. 16,560, making the total fine payable Rs.1,08,560		The Management vide their letter dated 26/11/2024 stated that the Company is unable to identify a Qualified Company Secretary and unable to Comply with Regulation 6 and requested the exchange to waive the fine amount	



6	SEBI LODR Regulation	Regulation 17(1)	Non compliance regarding Composition of Board of Directors	M/s Bombay Stock Exchange Ltd, Mumbai.	BSE has levied penalty	BSE has issued a Show Cause Notice Ref No LIST/COMP/PS/622/2025-26 dated 19-12-2025 stating that since the trading of Equity Shares of the Company has been suspended for more than six months from the date of suspension i.e., 25-2-2025 the company has inter-alia made out the grounds for compulsory de-listing of the Equity Shares of the Company from the Exchange platform	Fine not imposed so far		In response to the Show Cause Notice issued by BSE Limited regarding suspension of trading and proposed compulsory delisting under the SEBI (Delisting of Equity Shares) Regulations, 2021. The Company's Managing Director, Mr. Manojkumar Tibrewal, has been incapacitated due to his health condition. This unforeseen circumstance has significantly affected Company's ability to respond to the matter in a timely manner	
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								In view of the above, the Company respectfully requests that the Show Cause Notice and the proposed delisting proceedings be stayed.	
7	SEBI LODR Regulation	Regulation 17(1)	Non compliance regarding Composition of Board of Directors	National Stock Exchange of India Ltd, Mumbai.	NSE has levied penalty	NSE has issued a Fine not imposed so far		In response to the Show Cause Notice issued by NSE Limited regarding the suspension of equity shares w.e.f. 20/02/2025 due to non-compliance with Regulation 17(1) (Composition of Board of Directors) of the SEBI (LODR) Regulations for two consecutive quarters (i.e., 30/06/2024 and 30/09/2024), we submit as follows:	



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In view of the above circumstances, the Company respectfully requests that the Show Cause Notice dated 19/09/2025 be disregarded and that no further proceedings be initiated.



(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	Listing fee notl. BSE had paid for the levied interest along with Financial Years	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.	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.	
					BSE stated, it is going to proceed with delisting	2016-17, 2017-2018, 2018-19, 2019-2020 2020-2021 2021-2022 2022-2023 2023-2024 2024-2025				



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, 2021-2022, 2022-2023, 2023-2024 and 2024-2025	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 ending 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 Nil the return belatedly on 21/01/2021		
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 Nil 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 Bank of India, Stressed		

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 an 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 E.P.C.G Licenses.	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 and appeal (Appeal No.148/15-16) it is sub judice. The and Confirmed penalty under section 271(1)(c) amounting 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 the 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	
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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:

Observations:

1. It is hereby observed that the Company during the Financial year 2024-2025 has conducted Annual General Meeting through Video Conferencing and the soft copies of Annual report were dispatched only to Shareholders to whose mail id's are registered/available with Company/RTA.

Karla Davis



Assumptions & Limitations of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibility of the management of the listed entity
2. Our responsibility is to verify and examine relevant documents and information provided to us by the management, this is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. This Secretarial Compliance 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.

Place: Salem
Date: 04.05.2026

Name: KOKILA RANI R.M.
Membership No: F.C.S-10964
C.P. No. 23922
UDIN: F010964H000271620
PR No: 3219/2023

