

GTN TEXTILES LIMITED

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2022-23

1. Company's Philosophy on Code of Corporate Governance

Your company is committed to the adoption of and adherence to the best corporate governance practices at all times. The Corporate Governance guidelines are in compliance with the requirements of Schedule V of SEBI (LODR), Regulations, 2015 (Listing Regulations). The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, professionalism and accountability, in all facets of its operations, and in all its interactions with its stake holders, including shareholders, employees, the Government and Lenders.

2. Board of Directors

The Composition of the Board of Directors of the Company is presently governed by the provisions of Companies Act 2013, the Articles of Association of the Company and the SEBI (LODR) Regulations, 2015. The Board is comprised of 7 Directors, both Executive and Non- Executive and Shri. B.K.Patodia is the Chairman & Managing Director looking after day-to-day operations of the company under the overall guidance of the Board of Directors. None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. None of the person on the Board serving as Managing Director / Whole Time Director is serving as an Independent Director on the Board of more than 3 listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors. Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

a) The Composition of the Board and category of Directors as on 31.3.2023 are as follows:

Category	Name of Directors
Promoter / Managing Director	Shri. B.K Patodia
Non-Executive /Non independent Director	Smt. Kalpana Mahesh Thakker
	Shri Umang Patodia
Independent Directors	Shri. B.L Singhal
	Shri N K Bafna
	Shri. V N Balakrishnan
	Shri C K Gopalakrishnan Nair

b) Attendance of Directors at Board Meetings, last Annual General Meeting and Number of Other Directorships and Chairmanship/ Membership of Committees of each Directors in various Companies

Name of the Director	DIN No	No. of Equity shares held as on 31.3.2023	Attendance particulars		No. of other Directorships and Committee memberships / Chairmanships			Relationship interse Directors
			Board meetings	Last AGM	Other Directorships including Pvt. Ltd.Cos.	Other Committee Memberships	Other Committee Chairmanships	
Shri.B K Patodia	00003516	11,95,580	4	Present	5	2	None	Relative of Shri.Umang Patodia
Shri.B L Singhal	00006433	9,680	5	Present	0	0	2	None
Shri N K Bafna	00019372	Nil	5	Present	3	4	1	None
Shri. V N Balakrishnan	08820393	270	5	Present	1	2	None	None
Shri C K Gopalakrishnan Nair	00521840	Nil	4	Present	1	2	None	None
Smt Kalpana Mahesh Thakker	08601866	7590	5	Present	2	None	None	None
Shri Umang Patodia	00003588	832674	5	Present	4	2	None	Relative of Shri.B.K. Patodia

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Notes:

- i) In accordance with Regulation 26(b) of SEBI (LODR) Regulations 2015, Membership/Chairmanship of only the Audit Committees and Stakeholders Relationship Committees of all Public Limited Companies has been considered.
- ii) None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which he is a Director as per Regulation 26(1) of SEBI (LODR) Regulations 2015.

c) The details of Directorship in other listed entities and category of Directorship

SN	Name of the Director	Name of listed entity	Category of Directorship
1.	Shri. B.K.Patodia	Patspin India Limited	Promoter & Non-Executive Director
2.	Shri. B.L.Singhal	None	None
3	Shri N K Bafna	Patspin India Limited	Independent Non-Executive Director
		Prime Urban Development India Ltd	Independent Non-Executive Director
4	Shri. V N Balakrishnan	Patspin India Limited	Independent Non-Executive Director
5	Shri C K Gopalakrishnan Nair	Patspin India Limited	Independent Non-Executive Director
6	Smt Kalpana Mahesh Thakker	Patspin India Limited	Non-Independent Non-Executive Woman Director
7	Shri Umang Patodia	Patspin India Limited	Promoter & Executive Director

d) Number of Board meetings held and the dates on which held;

Five Board meetings were held during the year. The maximum time gap between any two consecutive meetings did not exceed 120 days.

The details of the Board Meetings are as under:

SNo.	Date	Board Strength	No. of Directors present
1)	30 th May 2022	7	6
2)	12 th August 2022	7	7
3)	3 rd September 2022	7	7
4)	14 th November 2022	7	7
5)	10 th February 2023	7	6

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, all Board Meetings and Committee Meetings in FY 2022-23 were held through Video Conferencing.

e) Disclosure of Relationships between Directors inter-se

Please refer 2 (b) of the Report

f) No. of shares and convertible instruments held by Non-Executive Directors

Please refer 2 (b) of the Report

g) Weblink where details of Familiarization program imparted to independent Directors disclosed

An appropriate induction program for new Directors and ongoing familiarization with respect to the business / working of the company for all directors is a major contributor for meaningful board level deliberations and sound business decisions.

The Company has adopted a structured programme for orientation of independent directors at the time of their joining so as to familiarize them with the company's operation, business, industry and environment in which it functions and the regulatory environment applicable to it. The company updates the Board members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and the responsibilities so as to be in a position to take well informed and timely decision and contribute significantly to the company.

The Company through its Managing Director / Senior Managerial Personnel makes presentations regularly to the Board, Audit Committee or such other Committees, as may be required, covering, inter-alia, business environmental, business strategies, operations review, quarterly and annual results, budgets, review of internal audit report and

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action taken, statutory compliance, etc.

Policy on Familiarization programme imparted is available on our website www.gtn textiles.com

h) Matrix / Table containing skills expertise and competencies of Board of Directors

The Board members are from diversified areas having the required knowledge i.e Competency, Skills and Experience to effectively discharge their responsibilities. The range of experience of the Board members include in the areas of Spinning Industry, Marketing, Finance, Taxation, Legal and Administration as well as procurement of raw materials.

The Broad policies are framed by the Board of Directors. All strategic decisions are taken by the Board after due deliberations between the Board members which consists of Managing Director, Non-Executive Director and Independent Directors.

The Company has identified and broadly categorized its core skills, expertise and competencies as mentioned hereunder:

Matrix / Table of Core Skills, Expertise and competencies of Board of Directors as whole:

Particulars	Detailed list of core skills, expertise and competencies	Name of Directors who have skills, expertise and competence						
		Shri. BK Patodia	Shri. BLSinghal	Shri N K Bafna	Shri V N Balakrishnan	Shri C K Go-palakrishnan Nair	Smt. Kalpana M Thakker	Shri Umang Patodia
Core Skills	Strategic policy formulation and Advising	✓	✓	✓				✓
	Regulatory framework knowledge	✓	✓	✓				✓
	Financial performance	✓	✓	✓				✓
	Advising on Risk mitigation and Compliance requirements	✓	✓	✓				✓
Expertise	Knowledge of Spinning Industry	✓	✓	✓	✓	✓	✓	✓
	Commercial acumen	✓	✓	✓	✓	✓	✓	✓
	Procurement of right quality of raw cotton at competitive prices	✓					✓	✓
Competencies	Strategic Leadership	✓	✓	✓				✓
	Execution of policies framed by the Board	✓	✓	✓			✓	✓
	Identifying the growth areas for expanding the business	✓	✓	✓	✓	✓		✓
	Advising on Business Risks & environment	✓	✓	✓	✓	✓		✓

j) Confirmation of Board regarding Independent Directors

Board of Directors confirms that the Independent Directors fulfil the conditions specified in the SEBI (LODR) Regulations, 2015 as amended from time to time and are Independent of the Management.

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k) Separate meeting of Independent Directors

Schedule IV of the Companies Act, 2013, Listing Regulations and Secretarial Standard - 1 on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of Non – Independent Directors.

The meeting of Independent Directors held on 27.03.2023, inter alia, discussed and reviewed performance of Non-Independent Directors, the Board as a whole, Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to formal meetings, frequent interactions outside the Board Meetings also take place between the Chairman and Independent Directors

l) Evaluation of the Board's Performance

Pursuant to the provisions of the Act and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A consolidated summary of the ratings given by each Director was then prepared. The report of performance evaluation was then discussed and noted by the Board. The Directors expressed their satisfaction with the evaluation process.

The performance evaluation of the Chairman and Managing Director and Non-Independent Directors was carried out by the Independent Directors. The Independent Directors reviewed key transactions (including related party transactions), quality & timeliness of flow of information, recommended measures for corporate governance etc.

m) Code of Conduct

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website www.gtnntextiles.com

3. Audit Committee

The Audit Committee has been constituted by the Board in compliance with the requirements of Section 177 of the Act and Regulation 18 of the SEBI (LODR) Regulations, 2015.

A. The role of the audit committee shall include the following

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for terms of appointment and remuneration of Auditors of the Company
- (3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors
- (4) Review with the management and statutory auditors of the annual financial statements thereon before submission to the Board with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any Related Party Transactions;
 - g. Modified opinion(s) in the draft Audit Report;
- (5) Reviewing, with the management the quarterly financial statements before submission to Board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue/rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice / and the report to be submitted by monitoring agency with regard to utilisation of proceeds of a public or rights issue, and making appropriate recommendation to company's

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Board.

- (7) Review and monitor Statutory Auditor's independence and performance and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions with related parties;
- (9) Scrutiny of Inter-Corporate Loans and Investments;
- (10) Valuation of undertakings or assets of the company, wherever it is necessary;
- (11) Evaluation of Internal Financial Controls and Risk Management Systems;
- (12) Review with the Management, Statutory Auditors and the Internal Auditors about the nature and scope of audits and of the adequacy of internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up thereon
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature of scope of audit as well as cost audit discussion to ascertain any area of concern
- (17) To look into the reasons for any substantial defaults in payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;
- (18) Review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- (21) To review the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower, if any
- (22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc on the listed entity and its shareholders:

B. The Audit Committee shall also review the following information

- (1) Management Discussion and Analysis of financial condition and results of operations;
- (2) management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- (3) Internal Audit Reports relating to internal control weaknesses and;
- (4) the appointment, removal and terms of remuneration of the Chief Internal Auditor
- (5) Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus in terms of Regulation 32(7), if applicable

Internal Audit

The Company has adequate internal control and Internal Audit System commensurate with its size and nature of its business. The Internal Audit Plan is approved by the Audit Committee and the Internal Auditors directly present their report to the Audit Committee for their consideration.

Composition and Attendance during the year

All members of the Committee are financially literate, with Shri. B.L.Singhal, B.Com, FCA and Senior Partner of M/s B L Singhal & Associates, Chartered Accountants, Kolkata as Chairman of the Committee, having the relevant accounting and financial management expertise.

The composition of the Audit Committee and the details of the meetings attended by its members during the financial year ended 31st March, 2023 are as under:

During the financial year, the Committee met five times. Attendance of each Member at the Audit Committee meetings held during the year:

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Sl. No.	Name of the Member	Status	No. of meetings held	No. of meetings attended
1)	Shri.B L Singhal	Chairman & Non-Executive Independent Director	5	5
4)	Shri.N K Bafna	Non-Executive Independent Director	5	5
5)	Shri. V N Balakrishnan	Non-Executive Independent Director	5	5
6)	Shri C K Gopalakrishnan Nair	Non-Executive Independent Director	5	4
7)	Shri. B.K Patodia	Managing Director	5	4

The Audit Committee met five (5) times during the financial year 2022-23 and the gap between two meetings did not exceed 120 days. The dates on which Audit Committee Meetings held were: 30th May 2022, 12th August 2022, 3rd September 2022, 14th November, 2022 and 10th February, 2023. Required quorum was present at the above meetings.

The Audit Committee meetings are usually attended by the Managing Director, Chief Executive, CFO, Head of Finance and the respective departmental heads, wherever required. The Company Secretary acts as the Secretary of the Audit Committee. The Statutory Auditors, Internal Auditors as well as other Board Members also attended the Audit Committee meetings by invitation.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

During the year, the Audit Committee reviewed key audit findings covering Operational, Financial and Compliance areas, Risk Mitigation Plan covering key risks affecting the Company which were presented to the Committee.

The Chairman of the Audit Committee briefed the Board members on the significant discussions which took place at Audit Committee Meetings.

Internal Audit and Control:

M/s Varma & Varma, Chartered Accountants, Kochi, Internal Auditors carried out Internal Audit of the Company.

Internal Audit Plan and their remuneration are being approved by the Audit Committee. The reports and findings of the Internal Auditors and the Internal Control Systems are periodically reviewed by the Audit Committee.

Prevention of Insider Trading:

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT Regulations"). The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The code lays down guidelines which included procedures to be followed and disclosures to be made while dealing with the shares of the Company.

The Audit Committee monitors implementation and compliance of the Company's Code of Conduct and Shri. E K Balakrishnan, Vice President (Corporate Affairs) and Company Secretary is the Compliance Officer of the Company. The Code is displayed on the Company's website viz. www.gtntextiles.com

Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.gtntextiles.com

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations and during the year under review, the Committee met on 27.3.2023.

The Committee comprises of Independent Directors, viz. Shri. B.L.Singhal as Chairman, Shri. N K Bafna Shri. V N Balakrishnan and Shri C K Gopalakrishnan Nair as members.

Role of Committee shall, inter-alia include the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director

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and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- (1A) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and also on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as Independent Director shall have the capabilities referred identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management

The remuneration policy is in consonance with the existing industry practice and also with the provisions of Companies Act.

The Committee met on 14th August 2023 to approve and recommend to the Board, remuneration payable to Shri B K Patodia, Managing Director for his balance tenure 01.10.2023 to 18.12.2025 in accordance with Section 197 & 198 read with Schedule V of Companies Act 2013. The remuneration structure approved by Nomination & Remuneration Committee as well as the Board of Directors is as follows:

- a) Salary:

Rs. 3,00,000/- per month in the Scale Rs. 300000–Rs. 10000–Rs. 320000 for a period of 2 years from 1st October 2023 to 18th December, 2025.
- b) Commission:

Subject to the overall limits laid down in Sections 197 of the Companies Act, 2013 such percentage of the Net Profit of the Company or such quantum as may be fixed by the Board of Directors for each financial year not exceeding 2% of the Net Profits of the Company, each year, restricted to an overall limit of Rs.60 lacs per annum.
- c) Perquisites as follows:
 - (i) Housing: Rent free accommodation will be provided to the appointee for which actual amount of lease rental paid or payable by the Company or 10% of the salary, whichever is lower, shall be recovered. In case no accommodation is provided by the Company, House Rent Allowance, subject to a ceiling of 60% of the appointee's salary shall be paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.
 - (ii) The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.
 - (iii) All Medical Expenses incurred by the appointee for self and his family shall be reimbursed.
 - (iv) Leave Travel Concession for the appointee and his family will be allowed once in a year as per the Rules of the Company.
 - (v) Fees of Clubs: Subject to a maximum of 2 Clubs. This will not include admission and life membership fees.
 - (vi) Personal Accident Insurance: As per Rules of the Company.
 - (vii) Provision of Car with driver and telephone at the residence for use of Company's business.

Perquisites not included in Managerial Remuneration

- a) contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961
- b) gratuity payable at a rate not exceeding half a months salary for each completed year of service; and
- c) encashment of leave at the end of the tenure.

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d) Overall Remuneration:

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being in force.

e) Minimum Remuneration:

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under the Section II of Part II of Schedule V to the Act.

Furthermore, approval of the members in general meeting by way of a special resolution is required to be obtained for payment of minimum remuneration, by way of salary and perquisites and allowance as specified above in the event of absence or inadequacy of profits in any financial year during the tenure of Shri B.K Patodia, Chairman & Managing Director of the Company.

The Committee also evaluated performance of the entire Board as per Regulation 19 of the SEBI (LODR), Regulations 2015.

Remuneration to the Managing Director

The aggregate of salary and perquisites paid for the year ended 31st March, 2023 to the Managing Director is as follows: -

Shri. B K Patodia: Rs. 42.66 lacs

Besides this, the Managing Director was also entitled to Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent not taxable and Gratuity as per the Rules of the Company

Remuneration to Non-Executive Directors:

No Remuneration is paid to Non-Executive Directors except sitting fee for attending the meeting of the Board and Committees thereof. The details of payment of sitting fee are as follows;

The details of payment of sitting fee are as follows;

Meeting	Amount (in Rs)
Board	7500
Committee	5000

The Fee paid for the year ended 31st March, 2023 to the Non-Executive Directors is as follows:

Name of the Non-Executive Director	Sitting fee (Rs.)
Shri B L Singhal	77500
Shri. N K Bafna	77500
Shri.V N Balakrishnan	77500
Shri.C K Gopalakrishnan	65000
Smt. Kalpana Mahesh Thakker	37500
Shri Umang Patodia	37500
Total	372500

There were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Directors.

Remuneration Policy

The remuneration policy of your company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The company endeavors to attract, retain, develop and motivate a high performance work force. The company follows a mix of fixed and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

5. Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, Stakeholders Relationship Committee of the Board of Directors has been constituted.

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The role of the committee shall *inter-alia* include the following

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Composition of the Committee comprises of Shri B.L.Singhal as Chairman, Shri N K Bafna, Shri. V N Balakrishnan, Shri C K Gopalakrishnan Nair and Shri. B.K. Patodia as members

During the year, one meeting of the Stakeholders Relationship Committee was held as under: -

SN	Date	Committee Strength	No. of Directors present
1	27 March 2023	4	4

Shri. E K Balakrishnan, Vice President (Corporate Affairs) and Company Secretary is the Secretary to the Committee

The details of correspondences / grievances received and redressed during the financial year 2022-23 through the Registrar M/s. Integrated are as under:

Sl.	Particulars	No. of Complaints
1.	Investor Correspondence / Complaints pending at the beginning of the year	Nil
2.	Investor Correspondence / Complaints received during the year	Nil
3.	Investor Correspondence / Complaints disposed during the year	Nil
4.	Investor correspondence / complaints remaining unresolved at the end of the year	Nil

Pursuant to Regulation 40(9) of SEBI (LODR) Regulation, 2015 a certificate on a half yearly basis confirming due compliances of share transfer formalities by the company from Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time.

Corporate Social Responsibility (CSR)

As per the provisions of Section 135 read with the Section 198 of the Companies Act 2013, the company do not have CSR obligation for the year 2022-23. Accordingly, there has been no meeting of CSR Committee held during the year under review

Senior Management

Senior Management includes Managing Director, Chief Executive, Chief Financial Officer, Company Secretary and Heads of Department viz; Finance & Accounts, Production, Human Resources, Information & Technology, Marketing & Logistics and Corporate Affairs.

There is no change since the close of the previous financial year.

Shri Arun S Mohan, Chief Financial Officer resigned w.e.f 31.5.2023 and in his place Shri M Achuthan has been appointed effective from 01.06.2023.

6. Disclosures:

Basis of Related Party Transactions

All transaction entered into by the Company with related parties, during the financial year 2022-23, were in ordinary course of business and on arm's length basis. The Company has formulated a framework for Related Party Transactions as displayed on the Company's website www.gtntextile.com which is followed for identifying, entering into and monitoring related party transactions. The deviations, if any, to the said process have been brought to the attention of Audit Committee suitably. The Audit Committee reviews at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval granted. The company has obtained Shareholders approval by way of special resolution to enter into Related Party Transactions.

Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements

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Board Disclosures - Risk Management:

The Company has laid down procedures to inform the Board of Directors about the risk assessment and minimization procedures. The Audit Committee and the Board of Directors review these procedures, periodically.

Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations

The Company has not raised funds through preferential allotment or Qualified Institutional Placement during the year under review.

Credit Rating

Lenders have classified account as sub-standard wef. 31.3.2021 due to default in debt servicing. and have accepted company's proposal for sale of assets and repay their entire dues and close the account by 30.9.2023. The Company has repaid about 55% of the Bank dues and expect to the balance dues with interest within the stipulated time limit.

In view of this, Company's external Long term and Short term credit ratings from Credit Rating Agency Infomerics Valuation and Rating Pvt. Ltd. continued to be "IVR - D".

Annual Secretarial Compliance

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretary under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has engaged Shri. MRL Narasimha, Practicing Company Secretary, Coimbatore as Secretarial Auditor of the company for providing the above Certificate. Company had filed the same on 16.5.2023

The Company is publishing the said Secretarial Compliance Report, on voluntary basis and the same has been annexed alongwith the Board's Report forming part of this Annual Report.

Certificate from Practicing Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations, received from Shri. MRL Narasimha, Practicing Company Secretary, Coimbatore, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority has been annexed to this Report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report have not been included separately in the Annual Report to the shareholders, as explained in Board's Report.

Shareholders Information

- (1) The quarterly results approved by the Audit Committee / Board of Directors are put on the Company's website www.gtn textiles.com under "investor info" section
- (2) The Company has also send Annual Report through email to those shareholders who have registered their email IDs with Depository Participants

Reconciliation of Share Capital Audit

A qualified Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical forms and the total number of dematerialized shares held with NSDL and CDSL.

Means of communication

- (i) The quarterly, Half-yearly and Annual results of the Company's financial results are published in two newspapers viz. BUSINESS STANDARD [National Daily] and DEEPIKA [Regional News Paper and displayed on company's website www.gtn textiles.com
- (ii) The Annual Report of the Company for the financial year 2022-23 is being emailed to the members whose email addresses are available in the depositories as per Section 136 of the Companies Act 2013 and Regulation 36 of SEBI (LODR), Regulations 2015. For other members, who have not registered their e-mail addresses, are requested to register their email id at the earliest and ask for the soft copy of the annual report in accordance with General Circular No. 20/2020 dated 5th May 2020 issued by Ministry of Corporate Affairs (MA) and the Circular No. SEBI / HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by SEBI, Company is not printing copies of the Annual

REPORT ON CORPORATE GOVERNANCE (Contd...)

Report.

(iii) The annual report is available on the company's website

The Company has complied with all the requirements of the Stock Exchange(s) and SEBI on matters relating to Capital Markets SEBI (LODR) Regulations 2015 and other applicable Regulations issued by SEBI.

In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director(s), Promoter(s) and Employees including Senior Management Personnel of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

7. MD and CFO Certification

The Managing Director and CFO of the Company give quarterly / annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015.

8. Compliance on Corporate Governance

The quarterly compliance report has been submitted to BSE Ltd in the requisite format duly signed by the compliance officer. Pursuant to Regulation 27 of SEBI (LODR) Regulations, 2015, the Practicing Company Secretary's certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

9. General Body Meetings:

A. Location, date and time of the Annual General Meetings held during the preceding 3 years and special resolution passed:

Year	Location	Date	Day	Time	Whether any Special Resolution passed in previous AGM
2019-20	Registered Office of the company through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	30.10.2020	Friday	12.15PM	<ul style="list-style-type: none"> Increase in Authorized share capital of the company and consequent amendment in Memorandum of Association Capital Clause Authorizing Board to issue and allot 5,10,000 Redeemable Preference Shares of the Company of the face value of Rs 100 each for an aggregate value not exceeding Rs 5.10 crores (Rupees Five Crores Ten Lakhs only) for cash at par into Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares ("NCRPS") on a private placement basis, to M/s. Seajuli Developers and Finance Limited Re-appointment of Shri B.K Patodia (DIN: 00003516), as Chairman and Managing Director of the Company for a period of five years with effect from 19.12.2020 and fixation of Remuneration for a period of three years up to 30.09.2023 pursuant to Schedule V of the Companies Act 2013 Appointment of Shri N.K.Bafna (DIN:00019372), Shri. V.N.Balakrishnan (DIN08820393), Shri.C.K.Gopalakrishnan Nair (DIN 00521840) Independent Directors of the Company.
2020-21	-do-	29.09.2021	Wednesday	12.15PM	NIL
2021-22	-do-	30.09.2022	Wednesday	12.15PM	<ul style="list-style-type: none"> Sale / lease / transfer / assign or otherwise dispose of the whole, or substantially the whole of the undertaking including disposal of land, building and plant & machinery either together or separately in piecemeal, situated at Erumathala PO, Keezhumad Village, Aluva 683112, Ernakulam District, Kerala State

B. Extra-Ordinary General Meeting of the shareholders was held during the year - No

C. Whether Special Resolutions were put through postal ballot, last year? - No

REPORT ON CORPORATE GOVERNANCE (Contd...)

D. Are votes proposed to be conducted through postal ballot, this year? – No

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

10. Compliance in respect of non-mandatory requirements

a) The Board

The Company meets expenses to maintain Chairman's office in the performance of his duties.

b) Shareholder Rights

The Company's quarterly and half yearly results are published in the Newspaper and also uploaded on its website www.gtntextiles.com. Therefore, no individual communication is sent to shareholders on the quarterly and half yearly financial results. However, if requested, the Company provides the same to them individually

c) Audit Qualifications

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

d) Reporting of internal Auditor

The Internal Auditor participates in the meetings of the Audit Committee of the Board of Directors and presents his internal audit observations to the Committee.

e) Total fees for all services paid by the listed entity to the statutory auditor

Total Fees paid to Statutory Auditors is Rs. 2.55 Lakhs including fee for certification

f) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The listed entity has no material subsidiaries. However, the Company has a Associate Company M/s Patspin India Ltd.

Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights. The Company has formulated a Policy on prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder which is aimed at providing every woman at the workplace a safe, secure and dignified work environment. During the year under review, the company has not received any complaint in this regard.

11. General Shareholder information:

I. Voluntary Delisting of Company's Equity Shares from the National Stock Exchange of India Ltd (NSE)

Pursuant to Regulation 6 (1) of the SEBI (Delisting of Equity Shares) Regulations, 2021 the Equity Shares of the Company have been Voluntarily Delisted from the National Stock Exchange of India Ltd (NSE) w.e.f January 19, 2022. In terms of the approval, the Company has agreed to redress the investors' grievances (if any) for a minimum period of one year from the date of delisting.

II. Annual General Meeting:

a)	Date and Time		29 th September 2023 at 12.15PM
b)	Venue	:	The Company is conducting meeting through VC/OAVM pursuant to the MCA Circular dated 13 th January 2021 and as such there is no requirement to have a venue for the AGM.
c)	Book closure date	:	Saturday, 23 rd September 2023 to Friday, 29 th September 2023
d)	Financial calendar (tentative):		
	Annual General Meeting	:	29 th September 2023
	Results for quarter ended 30 th June, 2023	:	14 th August 2023
	Results for quarter ending 30 th Sept.,2023	:	On or before 14th November, 2023
	Results for quarter ending 31 st Dec., 2023	:	On or before 14th February, 2024
	Results for Year ending 31 st March, 2024	:	On or before 30th May, 2024

REPORT ON CORPORATE GOVERNANCE (Contd...)

III. Listing

a)	Listing of Equity Shares on Stock Exchanges at	:	BSE Limited (BSE). The equity shares of the company were voluntarily delisted from The National Stock Exchange of India Limited (NSE) w.e.f 19-01-2022
b)	Listing Fee	:	Annual Listing fee for the year 2023-24 have been duly paid to the Stock Exchange within prescribed time limit.
i)	Stock Code: Scrip Code No.: Bombay Stock Exchange	:	532744
ii)	Demat ISIN Nos. in NSDL and CDSL for Equity Shares	:	INE302H01017

IV. Stock market data:

Month	BSE	
	High	Low
April 2022	20.80	17.15
May	20.40	14.55
June	17.05	12.10
July	14.88	11.54
August	13.59	11.57
September	18.18	13.10
October	15.30	13.01
November	14.75	11.21
December	13.89	12.02
January 2023	13.59	11.77
February	13.44	10.85
March	13.85	10.30

V.	Registrar and Transfer Agents (Share Transfer and communication regarding Share Certificates, Dividends and change of Address)	:	M/s Integrated Registry Management Service Private Ltd 2 nd Floor, Kences Towers, No 1, Ramakrishna Street, T Nagar, Chennai -600 017 Tel: 044 28140801-803 E-Mail: csdstd@integratedindia.in
VI.	Share Transfer Process		<p>Effective April 1, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository.</p> <p>This will interalia, bring the following benefits:</p> <ul style="list-style-type: none"> • It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities • Transfer of securities only in demat form will lead to ease convenience and safety of transactions for investors <p>The Company has stopped accepting any transfer requests for securities held in physical form with effect from the said date. During the year, the Company accepted those transfer requests pertaining to securities held in physical form which were lodged for transfer before April 1, 2019 and were returned due to discrepancies</p> <p>Transfers of equity shares in electronic form are effected through the depositories with no involvement of the company.</p> <p>In view of the aforesaid amendment and in order to eliminate the risks associated with the physical holding of shares, members who are holding shares in physical form are hereby requested to dematerialize their holdings.</p>

REPORT ON CORPORATE GOVERNANCE (Contd...)

VII. Shareholding pattern and distribution on Shareholding of the Company: –

Shareholding pattern as on 31st March, 2023:

S.N.	Category	No of shares (Issued Equity)	%
01)	Promoters & Associates	7375739	63.36
02)	Indian Financial Institutions, Banks, Mutual Funds	55797	0.48
03)	Foreign Institutional Investors / NRIs	129101	1.11
04)	Others	4079841	35.05
	Total :	11640478	100.00

Distribution of Shareholding as on 31.03.2023:

No. of shares held	No. of shareholders	% of shareholder	No. of shares (Issued Equity)	% of shareholding
Upto 100	12133	80.97	416285	3.58
101–500	1805	12.05	511676	4.40
501–1000	495	3.30	412374	3.54
1001–10000	492	3.28	1522961	13.08
10001–100000	44	0.29	1009704	8.67
Above 100000	15	0.10	7767478	66.73
Total :	14984	100	11640478	100.00

Communication sent to Physical Shareholders in compliance with SEBI Guidelines

The Company in terms of circular issued by SEBI time to time with respect to Updation of PAN and Bank details, mandating transfer of securities only in electronic form effective from 1st April, 2019, has communicated to the shareholders through notice of Annual General Meeting. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. In compliance of the aforesaid circular, the Company vide its letter dated 21st April, 2023 has informed all the shareholders of the Company holding equity shares in physical mode to furnish their PAN, KYC, Nomination Details etc., to the Registrars and Share Transfer Agent of the Company ie M/s Integrated Registry Management Service Private Ltd, 2nd Floor, Kences Towers, No 1, Ramakrishna Street, T Nagar, Chennai 600 017 Tel: 044 28140801-803

Outstanding GDRs / ADRs / Warrants or any Convertible instruments

As of date the Company has not issued these types of securities.

Share Transfer to Investor Education and Protection Fund Account (IEPF) where the dividend is unpaid or unclaimed for seven or more consecutive years.

In terms of Section 124(6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Investor Education and Protection Fund (IEPF) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, dividend etc.), if any, accruing on such shares shall also be credited to such IEPF and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to IEPF can be claimed back by the shareholders from Investors Education and Protection Fund Authority (IEPFA) by following the procedure prescribed under the aforesaid rules.

The company last declared dividend in FY 2007-08, thereafter no dividend was declared. The Company had sent letters to all the concerned Members and also published notice in newspaper three months before the due date asking them to claim their dividend amount to avoid transfer of the said unclaimed dividend and respective shares to IEPF.

Accordingly, 202133 equity shares of the face value of Rs. 10 each for 7868 folios in respect of which dividend was not encashed for seven consecutive years were transmitted to Investor Education and Protection Fund (IEPF) Authority on 31st December 2019. The above mentioned shares were transmitted pursuant to requirement under

section 124 of the Companies Act, 2013 read with Rule 6 of Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time

Nodal Officer

Company Secretary is the Nodal Officer for the purpose of co-ordination with the IEPF Authority to ensure processing and verification of claim of the shareholders in a time bound manner.

VIII. Dematerialization of shares and Liquidity:

97.76% of equity shares of the company have been dematerialized (NSDL 80.62% and CDSL 17.14%) as on 31st March,2023. The company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited whereby shareholders have an option to dematerialize their shares with either of the depositories

Liquidity of shares:

The shares of the Company are actively traded in BSE Limited (BSE). The equity shares of the company were voluntarily delisted from The National Stock Exchange of India Limited (NSE) w.e.f 19-01-2022

IX.	Plant Location*:-	Door No.VIII/911, Erumathala Post, Aluva, Ernakulam District Kerala – 683 112
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*The Plant has since been shut down w.e.f 13.06.2022, no manufacturing activities has been carried out.

X. Address for communication

Investor Correspondence:-			
i)	For transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the Company	a)	For shares held in Physical Form: - M/s Integrated Registry Management Service Private Ltd. 2 nd Floor, Kences Towers, No 1, Ramakrishna Street, T Nagar, Chennai 600 017 Tel: 044 28140801-803
			E-Mail : csdstd@integratedindia.in
		b)	For share held on Demat form:- To the Depository Participants.
(ii)	Any query on Annual Report		Secretarial Department GTN TEXTILES LIMITED 5 th Floor, Palal Towers, M G Road, Ravipuram, Ernakulam, Kochi – 682 016 E-Mail: cs@gtntextiles.com

IX. Compliance Certificate from the Practicing Company Secretary

The Practicing Company Secretary have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

DECLARATIONS

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI (LODR) Regulations, 2015, all the Board members and Senior Management Personnel have affirmed compliance with GTN TEXTILES LIMITED Code and Ethics for the year ended 31st March, 2023.

For **GTN TEXTILES LIMITED**

B K PATODIA

Chairman & Managing Director

(DIN 00003516)

Place: Mumbai

Date: 14.8.2023

CEO/ CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of **GTN TEXTILES LIMITED** (the Company) to the best of our knowledge and belief certify that;

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief, we state that:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal, or violation of the Company's Code of Conduct
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit committee
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems over financial reporting.

For **GTN TEXTILES LIMITED**

B.K. PATODIA

Chairman & Managing Director

(DIN 00003516)

Place: Mumbai

Date: 14.8.2023

M. ACHUTMAN

Chief Financial Officer

Place: Kochi

Date: 14.8. 2023

CERTIFICATE

Based on my verification of books, papers, forms and returns filed and other records maintained by GTN Textiles Limited ("The Company"), and also the information provided by its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, I hereby certify that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such authority as on 31st March, 2023.

Place: Coimbatore

Date: 14.08. 2023

MRL Narasimha

Practicing Company Secretary

MNo 2851 CP No:799

UDIN: F002851E000797414

Certificate on Corporate Governance for the year ended 31.3.2023

To,

The Members of **GTN Textiles Limited**.

I have examined the compliance conditions of corporate governance by M/s. GTN Textiles Limited ("the Company") for the financial year ended 31st March, 2023 as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of corporate governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the directors and management, I certify that the company has complied with the conditions of corporate governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company

Place: Coimbatore

Date: 14.08. 2023

MRL Narasimha

Practicing Company Secretary

MNo 2851 CP No:799

UDIN: F002851E000797414