



Shrenik Nagaonkar & Associates

Company Secretaries

Secretarial Compliance Report of Girnar Spintex Industries Limited for the financial year ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Girnar Spintex Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Gat No. 47 & 48, Sangwade, Hupari Kolhapur Road, Karvir Kolhapur 416202. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

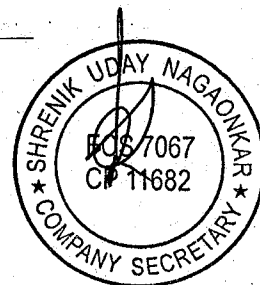
I have examined:

- (a) all the documents and records made available to us and explanation provided by **Girnar Spintex Industries Limited** ("the listed entity"),
- (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 report, for the financial year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable during the Review Period**)
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable during the Review Period**)
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable during the Review Period**)
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (h) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 - (i) other regulations as applicable and circulars/ guidelines issued thereunder;
- and based on the above examination, I hereby report that, during the Review Period:

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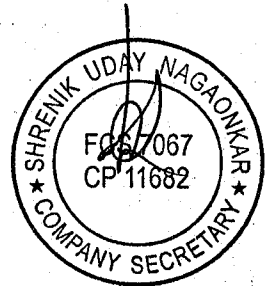


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I. (a) Ginnar Spintex Industries Limited The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines 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	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format for every six months within fifteen days from the date of publication of its standalone and consolidated financial results	Regulation 23(9) of LODR	Company has filed the details of related party transaction for the half year ended on March 31, 2022 with delay of 15 days	BSE Limited and National Stock Exchange of India Limited	Penalty of Rs. 75,000 is levied by both the stock exchange each.	Company has filed the details of related party transaction for the half year ended on March 31, 2023 with delay of 15 days	BSE - Rs. 75,000 NSE Rs. 75,000	NSE has waived the said fine since Regulation 15(2) of LODR provisions of Regulation 23(9) are not applicable to the company.	Pursuant to Regulation 15(2) of LODR provisions of Regulation 23(9) are not applicable to the company.	NSE has waived the said fine since Regulation 15(2) of LODR provisions of Regulation 23(9) are not applicable to the company.



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2	An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy	Regulation 17 (1) (b) and (c) and 25(6) of LODR	Company has filled the position of Independent Director with delay of 19 days	Clarification Letter is received from NSE.	National Stock Exchange of India Limited	Company has filled the position of Independent Director with delay of 19 days i.e. from February 07, 2023 to February 26, 2023	Company has filled the position of Independent Director with delay of 19 days	Company has NIL	Pursuant to Regulation 15(2) of LODR, provisions of Regulation 17 (1) (b) and (c) and 25(6) are not applicable to the company.	Pursuant to Regulation 15(2) of LODR, provisions of Regulation 17 (1) (b) and (c) and 25(6) are not applicable to the company. Also, during the said time MCA website was not working which delayed the DIN procurement procedure.	NIL
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guide-lines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
1	The chairperson of the audit committee shall be an independent director and he shall be present at Annual general meeting to answer shareholder queries.	Regulation 18(1) (d) of LODR	Chairperson of Audit Committee didn't attend Annual General Meeting held on 30th September 2021	NIL	NIL	Chairperson of Audit Committee didn't attend Annual General Meeting held on 30th September 2021	NIL	Chairperson of Audit Committee didn't attend Annual General Meeting held on 30th September 2021	Due to urgent work chairman of Audit Committee was not available however in future proper care will be taken to comply with this requirement	NIL



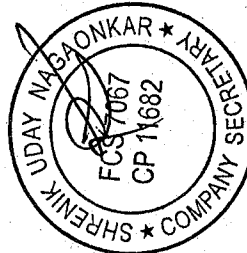
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2	<p>The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries</p>	<p>Regulation 19(3) of LODR:</p>	<p>Chairperson of Nomination and Remuneration Committee didn't attend Annual General Meeting held on 30th September 2021</p>	<p>NIL</p>	<p>Chairperson of Nomination and Remuneration Committee didn't attend Annual General Meeting held on 30th September 2021</p>	<p>Chairperson of Nomination and Remuneration Committee didn't attend Annual General Meeting held on 30th September 2021</p>	<p>Due to urgent work chairman of Nomination and Remuneration Committee was not available however in future proper care will be taken to comply with this requirement</p>	NIL
3	<p>Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>	<p>Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>	<p>Several Corporate actions such as extinguishment of shares, subdivision and consolidation of shares and allotment of shares as</p>	NIL	<p>Several Corporate actions such as extinguishment of shares, subdivision and consolidation of shares and allotment of shares as</p>	<p>Several Corporate actions such as extinguishment of shares, subdivision and consolidation of shares and allotment of shares as ordered in NCLT Order</p>	<p>Application with BSE and NSE is pending for approval.</p>	NIL



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4	The listed entity shall pay all such fees or charges, as applicable, to the recognized stock exchange(s), in the manner specified.	Reg 14 Of LODR	ordered in NCLT Order dated 31-07-2018 are still in process at Stock Exchanges and Depositories.	NIL	ordered in NCLT Order dated 31-07-2018 are still in process at Stock Exchanges and Depositories.	Company has not paid listing fees for the year 2021-22	Company has not paid listing fees for the year 2021-22	Company has paid outstanding listing fees for 2021-22	NIL
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No such instances of Appointment / reappointment of Auditor during the review period
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	NA	No such instances of Appointment / reappointment of Auditor during the review period

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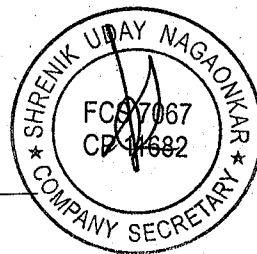




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	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	No such instances of Appointment / reappointment of Auditor during the review period
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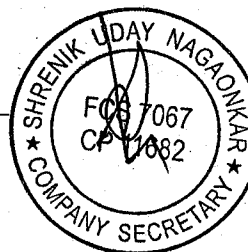
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.	NA	No such instances of Appointment / reappointment of Auditor during the review period
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such instances of Appointment / reappointment of Auditor during the review period

III. 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.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA

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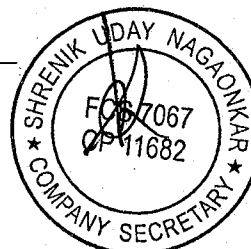




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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NA
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	NA
4.	Disqualification of Director: <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed entity do not have subsidiary Company under the review period
6.	Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	NA

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	Related Party Transactions: (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.	Yes	NA
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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 thereunder except as provided under separate paragraph herein	Yes	NA
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NA





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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For, Shrenik Nagaonkar & Associates
Company Secretaries

Shrenik Nagaonkar
Proprietor
FCS No. 7067 C P No.: 11682
UDIN: F007067E000430347
PR No. 3305

Place: Kolhapur
Date: May 30, 2023

