

ANNEXURE TO THE DIRECTORS' REPORT

Particulars required under the companies (Disclosure of particulars in the report of Board of Directors) Rules 1988.

Since there was no activity in the unit during the year under review there are no particulars under this item.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of Listing Agreement)

1. Company Philosophy

Company's Philosophy on Corporate Governance is to attain fairness, transparency, accountability, commitment and quality in all its relationships with shareholders customers, Government, lenders and Public at large. The Company will strive to improve these qualities as a continuous process.

2. Composition of Board of Directors

There are 3 directors on the Board of your Company of which 1 is an Executive Director and 2 are non-executive Directors. One Executive Director, who is also the Chairman of the board, is a promoter Director while the two non-executive directors are independent directors as detailed hereunder:

- a. Executive Director
Promoters : Sri. S.S.R. Kishen
DIN: 01061990
- b. Non-Executive Directors
Director : Mrs. Prashanti Singh
DIN: 07330190
Director : Smt. Deepti Gupta
DIN: 06780268

Attendance of each Director in Board Meetings and Last AGM

Board Meetings Attendance	Held	Attended	Attended in last AGM
Sri. S.S.R. Kishen	5	5	Yes
Smt. Prashanti Singh	5	5	Yes
Smt. Deepti Gupta	5	5	Yes

During the year under review, five Board meetings were held on 29.05.2017, 27.07.2017, 22.09.2017, 26.10.2017, 24.01.2018 and 26.02.2018.

Number of other Directorships and Board Committees in which he is a Member or Chairman

Name of Director	No. of other Memberships of Boards		No. of other Memberships of Committees	
	As Chairman	As Member	As Chairman	As Member
Sri. S.S.R. Kishen	1	1	0	2
Mrs. Prashanti Singh	0	0	1	2
Ms. Deepti Gupta	0	0	1	2

3. AUDIT COMMITTEE

The Audit Committee was constituted with Sri. S.S.R. Kishen, Mrs. Deepti Gupta and Mrs. Prashanti Gupta as members. It met for 3 times and un-audited results declared were NIL and there were no activities and has approved the annual accounts of the year ended 31st March, 2018.

4. SHARE HOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Committee originally constituted with Sri. S.S.R. Kishen as Chairman and Mrs. Prashanti Singh as a member is reconstituted with Sri. S.S.R. Kishen as Chairman and Ms. Deepti Gupta as member. The committee has received complaints from the shareholders during financial year under review and the same were replied to their satisfaction. There are no complaints pending as on 31.03.2018.

5. REMUNERATION OF DIRECTORS

No remuneration was paid to Executive or Non-executive Directors.

6. ANNUAL GENERAL MEETINGS

Details of the past three AGMs held are given below:

Financial year (ended)	Date	Time	Place
31st March 2017	29.09.2017	11.30 am	4th Floor, H No.6-2-966/5/1, Hill Colony, Khairatabad, Hyderabad. – 500 004
31st March 2016	29.09.2016	11.30 am	4th Floor, H No.6-2-966/5/1, Hill Colony, Khairatabad, Hyderabad. – 500 004
31st March 2015	29.09.2015	11.30 am	4th Floor, H No.6-2-966/5/1, Hill Colony, Khairatabad, Hyderabad. – 500004

7. DISCLOSURES

- There was no occasion to pass special resolutions through postal ballot on any of the matters specified under clause 49 of the Listing Agreement.
- During the last three years there were no strictures imposed on the Company by the stock exchange or SEBI or any statutory authority on any matter related to capital markets.
- Listing Fee is pending to be paid to Mumbai, Hyderabad and Madras Stock Exchanges for eleven years and Fifteen years respectively.

8. MEANS OF COMMUNICATION

The quarterly financial results were not published in any newspaper during the year due to financial stringency. The Company does not have any website. The un-audited quarterly results have been "Nil" in view of disbanding of the unit as a sick unit and no financial, productive business activities took place during the year under review.

9. GENERAL SHAREHOLDERS INFORMATION

- (a) 25thAGM Date: 29.09.2018.
 (b) Day: Saturday
 (c) Time: 11.30 am.
 (d) Venue: At 4thFloor, H.No.6-2-966/5/1, Hill Colony,Khairatabad,Hyderabad-500004.
 (e) Financial Calendar: 1st April to 31st March.
 (f) Date of Book Closure: 26.09.2018 to 28.09.2018.
 (g) Reg. Office & Admn. Office: 4th Floor, H.N 6-2-966/5/1, Hill Colony, Khairatabad, Hyderabad 500 004.
 (h) Listing of shares: Mumbai stock exchange, Madras stock exchange.
 (i) Scrip code no.: BSE 521230 (Mumbai – trading suspended)
 (j) Address for Registrar and Share Transfer Agents:
 The company is yet to provide dematerialization of shares. At present the shares are transferred in physical form only.
 Physical Shares (in house): Goldwon Textiles Ltd, 4th Floor, H.N 6-2-966/5/1, Hill Colony, Khairatabad, Hyderabad 500004.
 (k) Distribution of shareholding as on 31-03-2018

Equity Shares	No. of share holders	%	No. of shares held	%
01-500	10,240	95.71	12,69,010	19.31
501-1000	222	2.08	1,79,800	2.74
1001-2000	112	1.05	1,64,700	2.5
2001-3000	36	0.33	89,400	1.36
3001-4000	14	0.13	51,200	0.78
4001-5000	15	0.14	69,400	1.05
5001-10,000	26	0.24	1,94,220	2.96
10001 & above	34	0.32	45,54,770	69.3
Total	10,699	100	65,72,500	100

(l) Share holding pattern as on 31.03.2018

Particulars	No. of shares held	%
Indian Public	23,35,100	35.54
Indian Financial Institutions	8,36,300	12.72
Mutual Funds, Banks	2,32,300	3.53
Foreign Collaborators (NRI)	13,39,025	20.37
Promoters	18,29,775	27.84
Total	65,72,500	100

(m) Dematerialization of Shares: The Shares of the Company are compulsorily under Demat from by all categories of investors.

Address for correspondence

Shareholders can correspond at the registered office of the company at Hyderabad for all queries, *share transfers and others.*

C.E.O's Compliance Certificate on Code of Conduct

I SS R KISHEN M.D. of M/s Goldwon Textiles Ltd hereby declare that all the members of the Board of Directors have affirmed Compliance with code of conduct for the year ended 31.03.2018.

For Goldwon Textiles Limited

Sd/-
S.S.R. KISHEN
Chairman and Managing Director
DIN: 01061990

Place: Hyderabad
Date: 24.08.2018

