HUSSAIN BOOTWALA & ASSOCIATES
PRACTICING COMPANY SECRETARIES
Address: 602, B Block, M B Tower, Khanpur, Ahmedabad-380001
M.No: +91 9033878972 **Email ID:** hussain.bootwala22@gmail.com
Firm Unique Code: S2022GJ854400 **Peer Review Certificate no.** 3936/2023

ANNUAL SECRETARIAL COMPLIANCE REPORT

Of TEXEL INDUSTRIES LIMITED (CIN: L29100GJ1989PLC012576) for the Financial year ended 31st March, 2026

I, CS HUSSAIN ABDEALI BOOTWALA have examined:

(a) all the documents and records made available to me and explanation provided by **TEXEL INDUSTRIES LIMITED (CIN: L29100GJ1989PLC012576)** ("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 certification,

for the year ended 31st March, 2026 ("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 Debt Securities) Regulations, 2008; {Not applicable during the review period};
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; {Not applicable during the review period};
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) SEBI (Depositories and Participant) Regulations, 2018.

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 India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	NONE

HUSSAIN BOOTWALA ACS 49591 CP-23980 COMPANY SECRETARY

HUSSAIN BOOTWALA & ASSOCIATES
PRACTICING COMPANY SECRETARIES
Address: 602, B Block, M B Tower, Khanpur, Ahmedabad-380001
M.No: +91 9033878972 Email ID: hussain.bootwala22@gmail.com
Firm Unique Code: S2022GJ854400 Peer Review Certificate no. 3936/2023

2.	**Adoption and timely updation of the Policies:** • 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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	YES	NONE
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-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	NONE
4.	**Disqualification of Director (s):** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	YES	NONE
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	YES	NONE
6.	**Preservation of Documents:** 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.	YES	NONE
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committeesat the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NONE
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	NONE
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	NONE
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	NONE

HUSSAIN BOOTWALA ACS 49501 CP-23980 COMPANY SECRETARY

HUSSAIN BOOTWALA & ASSOCIATES
PRACTICING COMPANY SECRETARIES
Address: 602, B Block, M B Tower, Khanpur, Ahmedabad-380001
M.No: +91 9033878972 **Email ID:** hussain.bootwala22@gmail.com
Firm Unique Code: S2022GJ854400 **Peer Review Certificate no.** 3936/2023

11.	**Actions taken by SEBI or Stock Exchange(s), if any:** 1. *Bombay Stock Exchange levied fine for late submission of Reconciliation of Share Capital Audit under Regulation 76 of SEBI (Depositories & Participants) Regulation 2018 for Quarter ending on 31st December, 2025* 2. *Bombay Stock Exchange levied fine for late submission of Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended on 31st December, 2025*	No	1. *It was observed that the delay was due to non availability of data from NSDL and company applied for waiver of fine which was approved by BSE.* 2. *The company paid fine of 38,000 plus GST for the same on 19/03/2026.*
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NONE

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**		
	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 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 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.	N. A.	The auditor of the Company has not resigned during the period under review.
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	N. A.	The auditor had no concern with the management of the Company. Company does not have any material subsidiary.

HUSSAIN BOOTWALA • ACS 49591 CP-23980 • COMPANY SECRETARY

HUSSAIN BOOTWALA & ASSOCIATES
PRACTICING COMPANY SECRETARIES
Address: 602, B Block, M B Tower, Khanpur, Ahmedabad-380001
M.No: +91 9033878972 **Email ID:** hussain.bootwala22@gmail.com
Firm Unique Code: S2022GJ854400 **Peer Review Certificate no.** 3936/2023

	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. **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.** 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. **d.** 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. **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.		
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.	N. A.	The auditor of the Company has not resigned during the year under review.

HUSSAIN BOOTWALA • ACS 49591 CP-23980 • COMPANY SECRETARY

HUSSAIN BOOTWALA & ASSOCIATES
PRACTICING COMPANY SECRETARIES
Address: 602, B Block, M B Tower, Khanpur, Ahmedabad-380001
M.No: +91 9033878972 **Email ID:** hussain.bootwala22@gmail.com
Firm Unique Code: S2022GJ854400 **Peer Review Certificate no.** 3936/2023

(a) (**) 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/ 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	Remarks
1.	Reconciliation of Share Capital Audit for the period of Quarter ending on 31st December, 2025	76 of SEBI (Depositories & Participants) Regulation 2018	The Company delayed in Reconciliation of Share Capital Audit for the period of Quarter ending on 31st December, 2025.	Bombay Stock Exchange	BSE levied fine for late submission of Reconciliation of Share Capital Audit for Quarter ending on 31st December, 2025	The company filed the Report to BSE on 17th March, 2026. Due date for filing the report is 30th January, 2026	Nil	BSE levied penalty on basis of delay. However, on request of waiver to BSE, the fine was waived off.	The delay in submission was unintentional and beyond the control of the Company. The required data from NSDL was not received within the prescribed timeline	The company paid Rs. 10,000/- waiver fee for the same.
2.	Submission of Shareholding Pattern	31	Non-submission of shareholding pattern within the period prescribed	Bombay Stock Exchange	BSE levied fine for late submission of Shareholding pattern for the quarter ended on 31st December, 2025	The company filed the Report to BSE on 09th of February, 2026. Due date for filing the report is 30th January, 2026 in Integrated Filing System	Rs. 38,000 plus GST	BSE levied penalty on basis of delay.	The Delay was due to non availability of Benpose from NSDL in time.	The Company paid Penalty as demanded on 19th March, 2026

HUSSAIN BOOTWALA • ACS 49591 CP-23980 • COMPANY SECRETARY

HUSSAIN BOOTWALA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Address: 602, B Block, M B Tower, Khanpur, Ahmedabad-380001
M.No: +91 9033878972 **Email ID:** hussain.bootwala22@gmail.com
Firm Unique Code: S2022GJ854400 **Peer Review Certificate no.** 3936/2023

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Require- ment (Regu-lations/ circulars/ guide lines including specific clause)	Regu-latio n/ Circul arNo.	Deviat ions	Action Taken by	Type of Action	Details of Violati on	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Man-age-ment Re-spons e	Re-mark s
					Not applicabl e					

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 account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

PLACE: AHMEDABAD
DATE: 29/05/2026
UDIN: A049591H000539190

FOR, **HUSSAIN BOOTWALA & ASSOCIATES**
Company Secretaries

HUSSAIN BOOTWALA • ACS 49591 CP-23980 • COMPANY SECRETARY

(CS HUSSAIN A BOOTWALA)
M. No: A49591
COP NO: 23980
FRN: S2022GJ854400