



**Secretarial compliance report of M/S GEM SPINNERS INDIA LIMITED
for the year ended 31st March 2024**

I, N Srividhya, have examined all the documents and records made available to us and explanation provided by M/s GEM SPINNERS INDIA LIMITED ("the listed entity"),

- (i) the filings/ submissions made by the listed entity to the stock exchanges,
- (ii) website of the listed entity,
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,
- (iv) Any other documents, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2024 ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the review period)**
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**



(g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the review period)

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the review period)

(j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the review period)

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

(l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

Based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(b) No actions have been taken against the listed entity, its directors either by SEBI or by Stock Exchange under the aforesaid acts/ Regulations/Circulars/Guidelines issued thereunder.

(c) The clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors is not applicable for the period under review.



We 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.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Partially Complied	Certain requirements of Secretarial Standards yet to be complied
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Partially complied	<p>Company yet to adopt new policies.</p> <p>Company yet to review and update existing policies.</p>
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • 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 redirects to the relevant document(s)/ section of the website 	yes	Nil
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	yes	Nil
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p>	NA	The Company has no material Subsidiaries



	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u> 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	No	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	yes	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	Company has reported that there are no related party transactions during the period under review
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	NA	Nil



	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	As per the report given below

The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

S No	Compliance Requirement (Regulations /Circulars/ guidelines including specific clause)	Regulation/Circular No	Deviation	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1.	SEBI(LODR) 2015	Regulation 46(2), 46(2)(l)(i) & 46(2)(m)	Certain policies has not been updated, notice of meeting of the board of dire	NA	NA	Certain policies has not been updated, notice of meeting of the board of directors where financi	NIL	The Company should update its website properly	The Company is in the process of updating the same	NA

			ctors where financial results shall be discussed has not been updated & SHP updated till March 2022			al results shall be discussed has not been updated & SHP updated till March 2022				
2.	SEBI(LODR) 2015	Regulation 31	4. Shareholding Pattern for the June Quarter was not Complied with in 21	BSE	FINE	The SHP has not been filed within 21 days from the end of the quarter	Rs. 16,000	The SHP for the quarter ended 30 th June 2023 should have been filed before 21 st July 2023 but it was filed on 31 st July 2023 only	The Company has paid the fine amount	NA



			days							
3.	SEBI(LODR) 2015	Regulation 23(9)	2. Disclosures of related party transactions on a consolidated basis was not disclosed on the date of publication of its standalone and consolidated financial results for	BSE	Fine	The related party transaction report has not been filed on the same day of the Board Meeting for the september quarter 2023	Rs. 5,900	The Company should have filed the RPT report by 14 th November 2023	The Company has paid the fine amount	NA



			the quarter ended 30 th September 2023							
4.	SEBI (LODR) Regulation, 2015	Reg. 31(2) of SEBI (LODR) Regulation, 2015	Non compliance Reg. 31(2) of SEBI (LODR) Regulation, 2015	NA	NA	The Company has not dematerialized the 100% of the shares held by Promotor(s) and Promotor group.	NA	Non-Compliance was observed in the previous FYs 2021-22 non-compliance is still continued in the FY 2023-24	The Company is taking active steps to dematerialize 100% of the shares held by Promotor(s) and Promotor Group	NA
5.	Circular Ref No:20230516-36 dated May 16, 2023, Circular Ref No: 20230331-87	Securities and exchange board of India	Closure of Trading Window is	BSE	Discrepancy	The closure of trading window should	NIL	The Company didn't file xbrl for closure of trading window for the	However Company has filed in pdf	NA



	dated March 31, 2023, Circular Ref No: 20230127-37 dated January 27, 2023	(Prohibition of insider trading) regulations, 2015	not done in xbrl mode			be done in xbrl mode also		quarter ended 31 st December 2023 & March 2024	mode	
6.	SEBI (LODR) Regulation, 2015	Regulation 74(5)	Compliance Certificate for the Quarter ended March 2023 and June 2023 were not filed within 15 days	NA	NA	Compliance Certificate for the Quarter ended March 2023 and June 2023 were not filed within 15 days	NIL	The Company should have filed the same within 15 days from the end of the quarter	The Company will take necessary actions for filing the same on time in due course	NA
8.	SEBI Circular No. SEBI/HO/D DHS/CIR/P /2018/144 dated November 26, 2018	Disclosure Of Non-Identification As Larg	The Company has not submitted	NA	NA	The Company has not submitted the disclosure regard	NIL	The Company is required to comply with this disclosure within 30 days from	The Company will take necessary actions	NA



		e Corp orate With Refer ence To SEBI Circu lar Sebl/ HO/ DDH S/CI R/P /202 1/61 3 DAT ED 10 AUG UST, 2021(UPD ATE D AS ON APRI L 13,20 22)	the discl osur e rega rdin g the iden tific atio n of larg e corp orat e entit y			ing the identifi cation of large corpor ate entity		the end of the financial year	for filing the same on time in due cour se	
9.	Regulation 34 of SEBI(LODR) 2015	Regu latio n 34	The Ann ual repo rt of the Co mpa ny sho uld be uplo ade d on	NA	NA	The Comp any didn't upload its annual report on the same day of dispat ch	NI L	The Company didn't upload its annual report on the same day of dispatch	How ever the Com pany has uplo aded the same on the next day after	NA



			BSE web site on the sam e day of dis p a t c h						dis p a t c h	
10.	Regulation 17(1), 18(1), 19(1), 19(2), 20(1)	Mar ch 2021	Dev i a t i o n s i n C o m p o s i t i o n o f b o a r d & c o m m i t t e e s	BSE	FINE	Dev i a t i o n s i n C o m p o s i t i o n o f b o a r d & c o m m i t t e e s	F i n e w a i v e r h a s b e e n g r a n t e d	W a i v e r h a s b e e n g r a n t e d b y t h e S t o c k e x c h a n g e f o r a l l t h e d e v i a t i o n s m e n t i o n e d	W a i v e r a p p l i c a t i o n h a s b e e n f i l e d b y t h e c o m p a n y & t h e s t o c k e x c h a n g e h a s g r a n t e d t h e w a i v e r	NA

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



S No	Compliance Requirement (Regulations /Circulars/ guidelines including specific clause)	Regulation/Circular No	Deviation	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1.	SEBI (LODR) Regulation, 2015	Reg. 31(2) of SEBI (LODR) Regulation, 2015	Non compliance Reg. 31(2) of SEBI (LODR) Regulation, 2015	NA	NA	The Company has not dematerialized the 100% of the shares held by Promotor(s) and Promotor group.	NA	Non-Compliance was observed in the previous FY 2021-22 non-compliance is still continued in the FY 2023-24	The Company is taking active steps to dematerialize 100% of the shares held by Promotor(s) and Promotor Group	Nil
2	SEBI (LODR) Regulation, 2015	Regulation 74(5) of SEBI (LODR) Regulation	Deviation under Reg. 74(5) of SEBI (LO	NA	NA	The company has not uploaded the Compliance Certificate	NA	The company has not filed Reg.74(5) compliance certificate for quarter	The company undertake complete filing with	To be more cautious of filing due



		n, 2015	DR) Reg ulati on, 2015			under Reg.74 (5) for the quarte r ended March, 2022 and has made delay in filings for the quarte r ended June, Septe mber and Decem ber, 2022		ended 31.03.2022 . Due date for filing a complianc e certificate under Reg.74(5) for the quarter ended June was 15.07.2022 , Whereas the Com. made the filing on 19.07.2022 , September was 15.10.2022 , whereas the company has made filing on 20.10.2022 , December was 15.01.2023 whereas the Company has made filing on 19.01.2023	BSE withi n descr ibed due dates .	date s of BSE .
3	SEBI circular No: SEBI/HO/D DHS/CIR/P /2018/144	SEBI /HO /DD HS/ CIR/ P/20 18/1 44	Non - Co mpli ance as per SEBI	NA	NA	The Comp any has not filed a Disclos ure to the	N A	The company has not complied with the requireme nt to file a disclosure	The comp any unde rtake s to comp lete	NIL



			Circular.			Stock Exchange that it is not a Large Corporate as per SEBI Circular No: SEBI/HO/DHS/CIR/P/2018/144		that it is not a Large Corporate to the Stock exchange as per SEBI circular no. SEBI/HO/DDHS/CIR/P/2018/144	filing with BSE within described due dates .	
4	SEBI (PIT) Regulation, 2020	Regulation no. 31(4) of SEBI (PIT) Regulation, 2020	Non compliance under Reg. 31(4) of SEBI (PIT) Regulation, 2020	NA	NA	Promoters have not filed declaration under Reg. 31(4) SEBI (PIT) Regulation, 2020	NA	Proof of filing of declaration to SEBI by Promoters of the company as per Reg. 31(4) of SEBI (PIT) regulation 2020 was not provided during inspection	Company undertakes to produce email copies from promoters	NIL
5	SEBI (PIT) Regulation, 2020	Regulation 3(5) and 3(6) of SEBI (PIT) Regu	Delay in Compliance under 3(5) and 3(6)	NA	NA	Delay in filings SDD Compliance Certificate under Reg3(5	NA	The due date for filing the SDD Compliance Certificate under Reg3(5) and 3(6)	Company was in the process of getting famil	NIL



		lation n, 2020	of SEBI (PIT) Reg ulati on, 2020) and 3(6) of SEBI (PIT) Regula tion, 2020 for the quarte r ended June and Septe mber, 2022		of SEBI (PIT) Regulatio n, 2020 for the quarter ended June was 21.07.2022 , whereas the Company made the filing on 09.08.2022 , September was 21.10.2022 , whereas the company made filing on 18.11.2022 As mentione d earlier in page 4. Kindly remove this part as it is already complied on time	iar with new SDD softw are are duri ng the quart ers. Henc e delay in filing s.	
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Date: 29.05.2024

Place: Chennai

N. Srividhya

NARASIMHAN SRIVIDHYA
Practicing Company Secretary

CP No.14058

Peer Review Certificate No:829/2020

Unique Code: P2004TN081200

UDIN:A034428F000489575

NARASIMHAN SRIVIDHYA
Company Secretary In Practice
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