Date: 30/07/2020

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Script ID/ Code : JINAAM | 542653

Subject : Annual Secretarial Compliance Report for the Financial Year ended March 31, 2020

Reference No. : SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019

Dear Sir/Madam,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; please find attached the Annual Secretarial Compliance Report of Jinaam's Dress Limited ("the Company") for the Financial Year ended March 31, 2020, issued by Mr. Ranjit Kejriwal, Practicing Company Secretary, Secretarial Auditor of the Company.

Request you to please take the same on your records.

Thanking You,

Yours faithfully,

For Jinaam's Dress Limited,

Nitinkumar Nanjibhai Manya
Company Secretary & Compliance Officer

Place: Surat

Encl.: As Above
Secretarial compliance report of M/s JINAAM’S DRESS LIMITED
For the year ended 31.03.2020

To,
The Board of Directors
JINAAM’S DRESS LIMITED
(CIN: L17120GJ2011PLC064247)
Plot No.524, Road No.5, G.I.D.C.,
Sachin, Surat-394230, Gujarat

Auditor’s Responsibility:
Our responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on our audit. We conducted our audit in accordance with the Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about compliance of acts, rules, regulations and circulars and maintenance of records.

An audit state that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with standards.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

I have examined the records of M/s Jinaam’s Dress Limited (“the Company”) which comprises:

(a) All the documents and records made available to us and explanation provided by the Company
(b) The fillings/ submissions made by the listed entity to the stock exchanges,
(c) Website of the listed entity,
(d) Any other document/filling, as maybe relevant, which has been relied upon to make this certification.

For the year ended 31.03.2020 (“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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018;
(c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2019-20**
(e) SEBI (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2019-20**
(f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2019-20**
(g) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **the regulation is not applicable during the Financial Year 2019-20**
(h) SEBI (Prohibition of Insider Trading) Regulations, 2015

and circulars/guidelines issued thereunder;

And based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Review Period:

(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:-

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Regulation 33of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>Financial Result was filed delay after 30th May, 2019</td>
<td>On 30th May, 2019, Board adjourned the meeting for considering the financial results for the year ended 31st March, 2019 on 05th June, 2019. On 5th June, 2019, the Board approved the financial results for the period ended on 31st March, 2019.</td>
</tr>
<tr>
<td>2</td>
<td>Regulation 31of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>Shareholding Pattern was revised for the half year ended 30th September, 2019</td>
<td>Revised Shareholding Pattern was filed on 04th November, 2019 to the stock exchange for the half year ended on 30th September after clubbing the shareholding of NRI</td>
</tr>
<tr>
<td>3</td>
<td>Regulation 30 of SEBI (Listing obligations and Disclosure)</td>
<td>Discrepancy in filing of Brief particulars</td>
<td>1. Brief particulars of appointment of CEO on</td>
</tr>
<tr>
<td></td>
<td>Requirements) Regulations, 2015 and SEBI circular CIR /CFD/ CMD/4/2015 dated September 9, 2015</td>
<td>of Appointment of Directors/KMP with BSE</td>
<td>28th September, 2019 was not filed with BSE. 2. Details of Appointment and resignation of director on 14th November, 2019 was filed after 24 hours on 16th November, 2019.</td>
</tr>
<tr>
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</tr>
<tr>
<td>5</td>
<td>Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulations</td>
<td>In Notes to the Financial Statement, amount for outstanding dues to MSME Creditors is incorrectly mentioned.</td>
<td>In Notes to the Financial Statement as attached in the Annual Report filed with the BSE on 04th September, 2019, amount for outstanding dues to MSME Creditors is incorrectly mentioned.</td>
</tr>
<tr>
<td>6</td>
<td>Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations</td>
<td>Some records of Dispatch of notice of AGM together with Annual Report are not available for verification</td>
<td>Some records of Dispatch of notice of AGM together with Annual Report are not available for verification</td>
</tr>
<tr>
<td>7</td>
<td>SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) regulations, 2018</td>
<td>Intimation under Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 was given by Moneywise Financial Services Private Limited vide their letter dated 15th July, 2020 for acquisition of shares of Vishal Hemraj Oswal by way of Pledge. Further, a letter was filed by Vishal Hemraj Oswal dated 21st July, 2020 stating that he has not entered into any such</td>
<td>There is no clarification about the holding of shares of Vishal Hemraj Oswal. No intimation for pledge of shares was made by Vishal Hemraj Oswal under SEBI SAST and SEBI PIT regulations. Further the conditions for pledge of lock in shares were not satisfied as per SEBI ICDR regulations.</td>
</tr>
</tbody>
</table>
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circular/guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoter/directors/material subsidiaries either by SEBI or by stock exchange (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of Violation</th>
<th>Details of action E.g. fines, warning letter, debarment, etc.</th>
<th>Observations/Remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended 31.03.2019</th>
<th>Action taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
</tr>
</tbody>
</table>

NOTE:
THE COMPANY WAS UNABLE TO PROVIDE MANY DOCUMENTS AND INFORMATION CITING THE REASON OF LOCK DOWN DUE TO COVID 19. DUE TO UNAVAILABILITY OF SUCH DOCUMENTS AND AUDITED ACCOUNTS, MANY THINGS REMAIN UNDETERMINED AND UNVERIFIED, OUR REPORT SHALL BE READ AS QUALIFIED TO THAT EXTENT.

Place: Surat
Date: 30.07.2020

Signature: RANJIT BINOD KEJRIWAL
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116B000527197