July 30, 2020

To,
BSE Limited
Dept. of Corporate Services,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai - 400 001

Scrip code: 531744


Dear Sir/Madam,


Thanking you,

Yours faithfully,

For GINI SILK MILLS LIMITED

DEEPAK HARLALKA
MANAGING DIRECTOR
DIN-00170335
SECRETARIAL COMPLIANCE REPORT OF GINI SILK MILLS LIMITED FOR THE YEAR ENDED MARCH 31, 2020

I, Sandeep Dar, Practicing Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by GINI Silk Mills Limited (CIN L17300MH1981PLC024184) (“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 April 1, 2019 to March 31, 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) 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;
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/guidelines issued thereunder;
and based on the above examination, 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>Pursuant to the Clause 4 of the Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015.</td>
<td>Company has not given intimation regarding closure of trading window for quarter ended 30th September 2019.</td>
<td>The Company has closed the Trading window for the Quarter ended September 2019, However the intimation of it was not sent to Stock exchange.</td>
</tr>
<tr>
<td>2.</td>
<td>Pursuant to Regulation 46 (2) (I) &amp; 47(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>Company has not given Advertisement in Newspaper regarding notice of the meeting of Board of Directors.</td>
<td>Notice of Board Meeting where financial results have been discussed is not published in Newspaper</td>
</tr>
<tr>
<td>3.</td>
<td>Pursuant to Schedule III, Part A, Para A (13) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td>
<td>Intimation of outcome of Annual General Meeting was submitted after 24 hours of conclusion of AGM.</td>
<td>There was a delay in submission of Outcome of Proceedings of Annual General Meeting.</td>
</tr>
<tr>
<td>4.</td>
<td>Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td>
<td>Details of the voting results of the AGM not submitted within 48 hours of conclusion of the AGM.</td>
<td>The Company has received a Show Cause notice and fine was levied for the same.</td>
</tr>
<tr>
<td>5.</td>
<td>Pursuant to Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td>
<td>Company has not appointed the qualified company Secretary as the Compliance Officer for the period 1.04.2019 to 19.04.2019.</td>
<td>Company paid the fine imposed by BSE and appointed compliance officer from April 20, 2019.</td>
</tr>
<tr>
<td>6.</td>
<td>Pursuant to Regulation 20 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td>
<td>Company has not complied with requirement of at least one independent director in composition of stakeholder relationship committee.</td>
<td>Company has reconstituted the Stakeholder Relationship Committee and appointed an Independent Director in the said Committee during current FY</td>
</tr>
</tbody>
</table>
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/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 promoters/directors / material subsidiaries either by SEBI or by Stock Exchanges (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 taken E.g. fines, warning letter, debarment, etc.</th>
<th>Observations/remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>BSE</td>
<td>The company was non-compliant with the provisions of Regulation 6(1) (pertaining to Appoint a qualified company secretary as the compliance officer) for the quarter ended June 2019.</td>
<td>Total fine paid for non-compliance was Rupees 19,000. (Excluding GST)</td>
<td>--</td>
</tr>
<tr>
<td>2.</td>
<td>BSE</td>
<td>The company was non-compliant with the provisions of Regulation 44(3) (pertaining to Voting Results) for Annual General meeting held on September 07, 2019.</td>
<td>Total fine paid for non-compliance was Rs 10,000. (Excluding GST)</td>
<td>--</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 March 31, 2019.</th>
<th>Actions 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>1.</td>
<td>Company has complied with the provisions of Regulation 6 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirement)Regulations, 2015 by appointing Qualified Company Secretary as Compliance Officer in the current financial year (2019-20)</td>
<td>Company has not appointed the qualified Company Secretary as the Compliance Officer during the period under review.</td>
<td>Company paid the fine imposed by BSE and appointed compliance officer from April 20, 2019.</td>
<td>Company has Complied with the regulation 6 (1) in Previous financial year w.e.f 20 April, 2019.</td>
</tr>
</tbody>
</table>

Place: Navi Mumbai
Date: July 27, 2020
UDIN: F003159B000511139

Sandeep Dar
FCS No.: 3159
C P No.: 1571