

**Secretarial compliance report of M/S GEM SPINNERS INDIA LIMITED  
for the year ended 31<sup>st</sup> March 2023**

We, Lakshmi Subramanian and Associates, 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 31<sup>st</sup> March, 2023 ("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

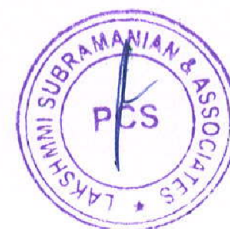
(l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

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.



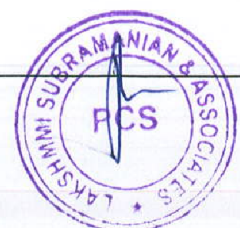


We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b><u>Secretarial Standard:</u></b></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><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Nil
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	Yes	Nil
4.	<p><b><u>Disqualification of Director:</u></b></p>	Yes	Nil



	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Company has no material Subsidiaries
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>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</p>	Yes	Nil
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>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</p>	Yes	Nil
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(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</p>	NA	Company has reported that there are no related party transactions during the period under review
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>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.</p>	Yes	Nil





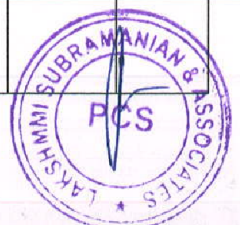
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Company has uploaded SDD compliance certificates for quarter ended September 2022 with delay.
11	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  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	NA	Nil
12.	<b><u>Additional Non-compliances, if any:</u></b>  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	Deviations	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) Reg	NA	NA	The Company has not dematerialized the 100% of the shares held	NA	Non-Compliance was observed in the previous FY 2021-22 non-compliance is still continued	The Company is taking active steps to dema	Nil



			ulation, 2015			by Promo tor(s) and Promo tor group.		in the FY 2022-23	terial ize 100% of the share s held by Prom otor( s) and Prom otor Grou p	
2	SEBI (LODR) Regulation, 2015	Regulation 74(5) of SEBI (LODR) Regulation, 2015	Deviation under Reg. 74(5) of SEBI (LODR) Regulation, 2015	NA	NA	The company has not uploaded the Compliance Certificate under Reg.74 (5) for the quarter ended March, 2022 and has made delay in filings for the quarter ended	NA	The company has not filed Reg.74(5) compliance certificate for quarter ended 31.03.2022 . Due date for filing a compliance certificate under Reg.74(5) for the quarter ended June was 15.07.2022 , Whereas the Com. made the filing on 19.07.2022 ,	The company undertake complete filing with BSE within described due dates .	To be more cautious of filing due dates of BSE .





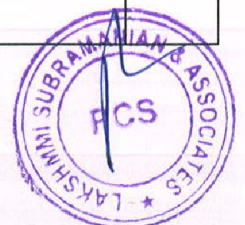
						June, September and December, 2022		September was 15.10.2022, whereas the company has made filing on 20.10.2022, December was 15.01.2023 whereas the Company has made filing on 19.01.2023		
3	SEBI circular No: SEBI/HO/DHS/CIR/P/2018/144	SEBI /HO /DD HS/ CIR/ P/20 18/1 44	Non - Compliance as per SEBI Circular.	NA	NA	The Company has not filed a Disclosure to the Stock Exchange that it is not a Large Corporate as per SEBI Circular No: SEBI/HO/DHS/CIR/P/2018/144	NA	The company has not complied with the requirements to file a disclosure that it is not a Large Corporate to the Stock exchange as per SEBI circular no. SEBI/HO /DDHS/ CIR/P/20 18/144	The company undertakes to complete filing with BSE within described due dates.	NIL



5	SEBI (PIT) Regulation, 2020	Regulation 3(5) and 3(6) of SEBI (PIT) Regulation, 2020	Delay in Compliance under 3(5) and 3(6) of SEBI (PIT) Regulation, 2020	NA	NA	Delay in filings SDD Compliance Certificate under Reg3(5) and 3(6) of SEBI (PIT) Regulation, 2020 for the quarter ended September, 2022	NA	The due date for filing the SDD Compliance Certificate under Reg3(5) and 3(6) of SEBI (PIT) Regulation, 2020 for the quarter ended, September was 21.10.2022, whereas the company made filing on 18.11.2022	Company was in the process of getting familiar with new SDD software during the quarters. Hence delay in filings.	NIL
---	-----------------------------	---	--	----	----	---	----	---	---	-----

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	Deviations	Action taken by	Type of Action	Details of violation	Findings	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	SEBI (LODR) Regulation, 2015	Regulation	Delay in filing	NA	NA	Delay in filing	NA	The observation is not	NIL	NIL

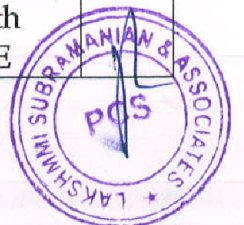




		14 of SEBI (LODR) Regulation, 2015	the listing fees under Regulation 14 of SEBI (LODR)			the listing fees under Regulation 14 of SEBI (LODR)		continuing for FY 2022-23		
2	SEBI (LODR) Regulation, 2015	Regulation 31(2) of SEBI (LODR) Regulation, 2015	Deviation under Reg.31(2) of SEBI (LODR) Regulation, 2015	NA	NA	The Company has not dematerialized the 100% of the shares held by Promotor(s) and Promotor group.	NA	Non-compliance is still continuing in FY 2022-23	The Company is taking active steps to dematerialize 100% of the shares held by Promotor(s) and Promotor Group	NIL
3	SEBI (LODR) Regulation, 2015	Regulation 23(9) of SEBI (LODR) Regulation,	Deviation under Reg.23(9) of SEBI (LODR) Regulation, 2015	NA	NA	The Company has filed XBRL format, but However not disclosed the PDF format	NA	Observation not continuing for FY 2022-23	NIL	NIL



		2015								
4	SEBI (LODR) Regulation, 2015,	Regulation 74(5) of SEBI (LODR) Regulation, 2015	Deviation under Reg.74 (5) of SEBI (LODR) Regulation, 2015	NA	NA	The Company has not filed the Compliance certificate under Reg.74 (5) of SEBI (LODR) Regulation, 2015	NA	Observation still continuing in FY 2022-23	The Company will be more cautious of filing requirements & due dates	NIL
5	SEBI (Prohibition of Insider Trading) Regulation, 2015	SEBI (Prohibition of Insider Trading) Regulation, 2015		NA	NA	Trading window closure intimation was not given from the end of every quarter.	NA	Observation not continuing for FY 2022-23	NIL	NIL
6	SEBI circular No: SEBI/HO/DDHS/CIR/P/2018/144	SEBI/HO/DHS/CIR	Non-Compliance as per SEBI Circular.	NA	NA	The Company has not filed a Disclosure to	NA	Observation still continuing in FY 2022-23	The company undertakes to complete filing with BSE	NIL





		/P /20 18/ 144				the Stock Excha nge that it is not a Large Corpor ate as per SEBI Circul ar No: SEBI/ HO/D DHS/ CIR/P /2018/ 144			within describ ed due dates.
--	--	-------------------------	--	--	--	--	--	--	---------------------------------------

Place: Chennai  
Date: 25-05-2023

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



*P. S. Srinivasan*  
P. S. Srinivasan  
Partner  
ACS No. 1090  
C.P. No. 3122

Peer Review Certificate No: 1670/2022

UDIN: A001090E000380865