

ANNUAL COMPLIANCE REPORT(SEBI)

We M/s. S.A & Associates have examined:

- all the documents and records made available to us and explanation provided by "THE JAMSHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED" ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; N.A.
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; N.A.
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; N.A.
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; N.A.



S. A. & ASSOCIATES

Company Secretaries

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, We 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.

(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) There are no 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.

Note: 1. SEBI vide its letter has warned the Company regarding compliance under rule 19A of Securities Contract Regulation Rules, 1957 for MPS occurred due to forfeiture of Equity Shares of the Company.

2. There was a delay in completing Corporate Action for forfeiture of Shares done by Company which was done in FY 2018-19.

Place: Kolkata
Date: 27.05.2019

For S. A. & Associates
Company Secretaries

(SHIPRA AGARWAL)

Proprietor
C.P. No. 3173