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205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

Secretarial Compliance Report of Garden Silk Mills Limited for the financial year ended 31st March, 2020

To, The Board of Directors, Garden Silk Mills Limited, Tulsi Krupa Arcade, First Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010

I, Kunjal Dalal, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Garden Silk Mills Limited ("the listed entity/Company"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity i.e. www.gardenvareli.com
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, 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 (Not applicable to the listed entity during the Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and ExchangeBoard of India (Buyback of Securities) Regulations, 2018 (Not applicable to the listed entity during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the listed entity during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the listed entity during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and

 Securities and Exchange Board et India (Registrar to an issue and Share Transfer Agents) Regulations, 1995.

and circular, guidelines issued there under; and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has compiled with the provisions of the above Regulations and circular of guidelines issued there under, except a tablect of matters specified below:

Sr.	Compliance		Observations/ itemants of the
No.			Practicing Company Socretar
	(Regulations/ discutars/		
	guidelines including		
	specific clause)		
1			During the discussions with the Company officials and the recents
	2015 - Composition of	composition of Board of	examined by us, the non-compliance
	Board of Directors	Pirectors, Lor 間間 at to	

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			report and through oversight the same was missed out while filing the financial results and other attachments.
4	Regulation 34(1) Of SEBI (LODR) Regulations, 2015	There was a delay in filing of Annual Report of the Company with the stock exchanges under the Regulation 34(1) as amended and applicable wire.f. 31/03/2019.	the Company inadvertently filed the annual report in accordance with earlier guidelines which requires the listed entity to submit the annual

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my 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 there under:

	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
	BSE and NSE	Non-compliance of Regulation 17(1) Of SEBI (LODR) Regulations, 2015 with respect to composition of Board of Directors with at least one Woman Director.		The Board of Directors appointed a Woman Director w.e.f. 23/03/2020 and paid the fine as levied by the respective exchange.
2	NSE .	Non-compliance of Regulation 34(1) of SEBI (LODR) Regulations, 2015 with respect to submission of Annual Report.		In response to the Company's request for waiver of fine, NSE considered the request favorably and the fine imposed was withdrawn.







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

Sr. No.		Observations made in the secretarial compliance report for the year ended 31/03/2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	Delayed filing of Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015.	Fine of Rs. 21,240/- paid by company	The delay in compliance was taken note of and the Company assured for timely compliance in future.	The company is advised to make timely compliance in future.

Place: Surat

Date: 09/06/2020

UDIN: F003530B000329207

For K. Dalal & Co. Company Secretaries

Kunjal Dalal

C P No.: 3530