

THE GAEKWAR MILLS LTD.

REGD. OFFICE: 2/2, Plot-2, New Sion CHS, Swami Vallabhdas Marg, Road No 24, Sindhi Colony, Sion Mumbai - 400022.
CIN: L17120MH1949PLC007731



Date: 30.05.2019

The General Manager-
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code - 502850

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2019

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

In terms of Clause 3 (b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by M/s. Anish Gupta & Associates, Company Secretaries.

Kindly take the same on record.

Thanking you,
Yours Faithfully,

For The Gaekwar Mills Limited

V. N. Rathod
Vaishali Rathod
Company Secretary & Compliance Officer



Encl: a/a



Anish Gupta
FCS, IP, LL.B, B.com

Anish Gupta & Associates

COMPANY SECRETARIES & INSOVENCY PROFESSIONAL

413 Autumn Grove, Lokhandwala, Kandivali(E), Mumbai -400101
India, Call: +91 022 29659720 email: anish@csanishgupta.com

Secretarial Compliance Report of Gaekwar Mills Limited for the Year Ended March 31, 2019

I Anish Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Gaekwar Mills Limited** ("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 March 31, 2019 ("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; - Not Applicable to the Company during the period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable to the Company during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable to the Company during the period under review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable to the Company during the period under review.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;



(j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

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:-

Sr. No	Compliance Requirement (Regulations, circulars, guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015			
1.	Regulation 9 - Preservation of documents	The Company did not have policy for preservation of documents, approved by its board of directors	The Company did not have policy for preservation of documents, approved by its board of directors
2.	Regulation 30 - Disclosure of events or information. – sub-regulation (4)(ii)	The Company has framed a policy for determination of materiality, based on criteria specified regulation, duly approved by its board of directors, which has not uploaded on its website.	The Company has website but the same is not updated.
3.	Regulation 30(8) - Disclosure of events or information.	The Company has not made necessary disclosures on its website of all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.	The Company has website but the same is not updated.
4.	Regulation 31 (2) - Holding of specified securities and shareholding pattern in dematerialized form	It has been observed that 100% promoter and promoter group shares are not in demat form	It has been observed that 100% promoter and promoter group shares are not in demat form
5.	Regulation 46 - Website	The company has not furnished information as provided in the said regulation	The company has website but the same is not updated.



6.	SEBI Circular no. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018, Circular No. IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 & SEBI/HO/IMD/FPIC/CIR/P/2018/81 dated May 17, 2018 - monitoring of foreign investment limits in listed companies by depositaries	The company has not appointed depositaries for monitoring foreign investment.	As there are no foreign investment, the company has not appointed any depositaries for monitoring foreign investment.
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- (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 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:

Sr. No.	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
NOT APPLICABLE				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For Anish Gupta & Associates
Company Secretaries

Anish Gupta
Proprietor

FCS No. 5733, CP No. 4092

Place : Mumbai
Date : 30/05/2019

