



SURYAAMBA SPINNING MILLS LIMITED

A-101, Kanha Apartment, 128, Chhaoni, Katol Road, Nagpur-440 013 (MS)
Ph.# 0712-2591072, 2591406 Fax # 0712-2591410 CIN: L18100TG2007PLC053831
Mail: mail@suryaamba.com, Website: www.suryaamba.com

May 29, 2024

The Department of Corporate Services-CRD
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024.

Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir / Madam,

Pursuant to requirement of Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of the Company for the financial year 2023-24 duly issued by the M/s Aarju Agrawal & Associates, Practicing Company Secretaries.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Suryaamba Spinning Mills Limited

KRITI LADHA Digitally signed by KRITI LADHA
Date: 2024.05.29 15:30:37 +05'30'

Kriti Ladha
Company Secretary & Compliance Officer
M. No.: ACS61729
Encl: As above



Secretarial Compliance Report of SURYAAMBA SPINNING MILLS LIMITED
for the financial year ended March 31, 2024

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Suryaamba Spinning Mills Limited
1st Floor, Suryatowers, 105, S P Road,
Secunderabad-500 003 T.G. IN

I, Aarju Agrawal & Associates, have examined:

- (a) all the documents and records to the extent made available to me and explanations and representations provided by **Suryaamba Spinning Mills Limited** ("the listed entity") having its registered office at 1st Floor, Suryatowers, 105, S P Road, Secunderabad-500 003 Telangana India ,
- (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 report,

for the year ended 31st March, 2024 ("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 as amended from time to time, 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 and amendments from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (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 review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period);**



AARJU AGRAWAL & ASSOCIATES

PRACTICING COMPANY SECRETARY

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- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ; **(Not applicable to the Company during the review period)**
- (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 (Delisting of Equity Shares) Regulations, 2021 ; **(Not applicable to the Company during the review period)**
- (k) Other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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 Eg. Fine, Warning, SCN etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
NIL										

(b) 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)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action Eg. Advisory, Fine, Warning, SCN etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
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	clause)									
1.	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Reg. 23(9)	As per the provisions of regulation 23 (9) of SEBI (LODR) Regulations, 2015, the company is required to file the disclosure of related party transactions with the BSE within the period prescribed under the said Regulations. However, the company filed the same resulting in delay of 14 days for the half year ended September 2022.	BSE Limited	Fine	There was delay in filling of disclosure of related party transactions for the half year ended September 2022 and it is a violation of Regulation 23(9) of SEBI (LODR) Regulations, 2015.	Fine imposed by BSE of Rs. 5,000/- per day till the date of compliance amounting to Rs. 70,000 + 18% GST = Total Rs. 82,600 December 27 th , 2022 (Fine levied for late submission of disclosure of related party transactions)	The company delayed in filling of disclosure of related party transactions which is a violation under Regulation 23(9) of SEBI (LODR) Regulations, 2015. after receiving the letter from BSE. It filed earlier it, but that was late submitted.	The management of company responded that due to some technical glitch, Company could not submitted the same on due time and the management filed the disclosure of related party transactions resulting in delay of 14 days and after receiving mail from BSE, the management took immediate action and also communicated and requested to waive off the fine to concerned authorities in this regard. Subsequently, they make the payment of processing fees of Rs. 10,000 plus GST @ 18% i.e. 11,800	The company has delayed in filling of disclosure of related party transactions and it has filed the same with delay of 14 days and it has also urge to waive off the fine to BSE. But now it is assumed that the waiver request has been resolved.



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									<p>for processing the waiver request dated January 10th, 2023.</p> <p>Now, waiver request still in process. The management have not received any response from BSE.</p> <p>But now it is assumed that the waiver off request has been resolved.</p>
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II. Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019: **(Not applicable to the Company during the review period)**

III. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	NIL__
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval		



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	<p>of board of directors of the listed entities.</p> <ul style="list-style-type: none">All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	NIL__
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.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.	Yes	— NIL__ —
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	_NIL_
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	The entity has no subsidiary company.
6.	<p><u>Preservation of Documents:</u></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><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during</p>	Yes	NIL



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	the financial year as prescribed in SEBI Regulations.		
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes NA	__NIL There are no such Transactions.
9.	<p><u>Disclosure of events or information:</u></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.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NIL__
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) 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.</p>	Yes	NIL
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	NIL



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Assumptions & Limitations of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed entity.
2. Our responsibility is to certify based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Listed Entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulations 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed entity nor of the efficiency or effectiveness with which the management has conducted the affairs of the Listed entity.

**For AARJU AGRAWAL & ASSOCIATES
Company Secretaries**

AARJU
AGRAWAL

Digitally signed by
AARJU AGRAWAL
Date: 2024.05.28
12:48:11 +05'30'

**AARJU AGRAWAL
Proprietor**

**ACS No: A42507 CP No: 15770
UDIN: A042507F000466139
P/R No.: 2871/2023**

Place : Nagpur

Date : 28TH May,2024