



SURYALATA SPINNING MILLS LIMITED

CIN-L18100TG1983PLC003962 - GST No : 36AADCS0823M1ZA

(An ISO 9001 : 2015 Certified Company)



Date: May 25, 2024

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai- 400001

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024;

Ref: Scrip Code No. 5 1 4 1 3 8.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024 issued by M/s. R & A Associates, Company Secretaries, Hyderabad.

Please take note of the same on record.

Thanking you,

Yours Faithfully,

FOR SURYALATA SPINNING MILLS LIMITED,

MR. VITHAL DAS Digitally
signed by MR.
VITHAL DAS
AGARWAL AGARWAL

VITHALDAS AGARWAL

Managing Director

DIN: 00012774



**SECRETARIAL COMPLIANCE REPORT OF
SURYALATA SPINNING MILLS LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Suryalata Spinning Mills Limited (hereinafter referred as '*the listed entity*'), having its Registered Office situated at Surya Towers, 1st Floor, 105, Sardar Patel Road, Secunderabad - 500003, Telangana, India. Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 have complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We, R&A Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us, and the explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report.



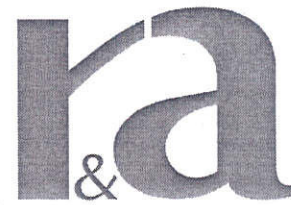
for the year ended March 31, 2024 ("Reporting Period"), in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the 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 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 - *Not applicable during the reporting 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 during the reporting period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - *Not applicable during the reporting period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018 - *Not applicable during the reporting period;*
- (g) Securities, and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable during the reporting 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) And relevant circulars/ guidelines issued thereunder, to the extent applicable;





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

I.

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- 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 Clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 34(1)(a)	Non-Submission of Annual Report within a day of commencement of dispatch to its shareholders	BSE	Fine	Violation of Regulation 34(1)(a) of SEBI LODR Regulations, 2015	2,000/-	One day delay in submission of a copy of the annual report to Stock Exchange as per Regulation 34(1)(a) of SEBI LODR Regulations, 2015. However, the	The Company received confirmation of dispatch of the Annual Report from the Registrar and Transfer Agent (RTA) late in the evening on Saturday. Unfortunately, due to the non-working day on Sunday, we were unable to	-





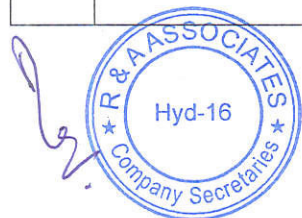
							penalty was paid by Company on 2 nd November 2022.	<p>process and submit the intimation to the stock exchange until the next working day i.e., Monday. The delay was purely unintentional and resulted from receiving the dispatch information beyond business hours.</p> <p>However, for the current financial Year, the Company has timely complied with the applicable provisions.</p>
--	--	--	--	--	--	--	---	--



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. if the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	-
2.	Other conditions relating to resignation of statutory auditor	NA	-
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>In case of any concern with the management of the listed entity/material subsidiary</p>		-

	<p>such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity, and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee.</p> <p>In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents, have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee of the details of information / explanation sought and not provided by the management, as applicable.</p> <p>The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.	NA	-



III. We hereby report that, during the Review Period the compliance status of the company is appended as below:

S No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI. 	Yes	-
3.	<p><u>Maintenance and disclosure 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	-

4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> a. Identification of material subsidiary companies b. Requirements with respect to disclosure of material as well as other subsidiaries.	a. NA b. Yes	-
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of the Audit Committee for all related party transactions.	Yes	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 51 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	-



Handwritten signature or initials in blue ink.

10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its/ promoters/ directors/ subsidiaries either by SEBI or by the stock exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	-
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	-





Assumptions & Limitation of Scope and Review:

1. Compliance with 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 upon 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 the financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 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 efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad

Date: May 22, 2024



**For R & A Associates
Company Secretaries**


Rashida Adenwala
Founder Partner

M. No. 4020

C P No. 2224

UDIN: F004020F000419919