



# Kandagiri Spinning Mills Ltd.

Ref.: KSML/CS/011/2019-20

Date: 26-05-2019

DGM - Listing  
Bombay Stock Exchange Limited  
Floor 25, P.J.Towers,  
Dalal Street,  
Mumbai 400 001

Dear Sir,

**Sub: Enclosure of Annual Secretarial Compliance Report as per reg 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular - CIR/CFD/CMD1/27/2019 dt. 8<sup>th</sup> February, 2019**

In accordance with regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular - CIR/CFD/CMD1/27/2019 dt. 8<sup>th</sup> February, 2019, we enclosed herewith Annual Secretarial Compliance Report for the year ended 31.03.2019 issued by Practising Company Secretary for your records.

Thanking you,

Yours faithfully,

for KANDAGIRI SPINNING MILLS LIMITED

(J. ASIFA)

Company Secretary & Compliance Officer

Encl: As above



CIN : L17111TZ1976PLC000762

Regd. Off: Mill Premises, Udayapatti (P.O), P.B.No.3, Salem - 636 140. Phone : Mill 0427-2244400

Fax:0427-2244422; Grams: SUPERSPINE; e-mail: sales@kandagirimills.com; Web.: www.kandagirimills.com



**B.K.SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,  
B.Com.,ACMA.,ACS.,**

**OFFICE :**

**30, PANDAMANGALAM  
AGRAHARAM,  
WORIUR, TRICHY-620003.  
PHONE:0431-2761590.**

**SECRETARIAL COMPLIANCE REPORT  
OF  
M/s.KANDAGIRI SPINNING MILLS LIMITED,  
KAMARAJ NAGAR,  
P.B. NO.3,UDAYAPATTI, SALEM- 636140  
(CIN: L17111TZ1976PLC000762)  
for the year ended 31-03-2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s.**KANDAGIRI SPINNING MILLS LIMITED**, ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,

for the year ended 31-03-2019 in respect of compliance with the provisions of :

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The SEBI Regulations and the circulars/ guidelines issued thereunder which are relevant and applicable to the review period viz. Financial Year ended 31<sup>st</sup> March 2019 to the Company, are listed hereunder : -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (d) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (e) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealings with client;

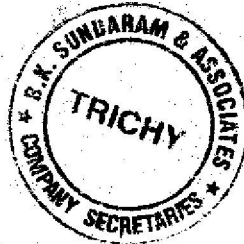


**B. KALYANASUNDARAM** Page 1 of 3  
PRACTISING COMPANY SECRETARY  
CP: 2209.

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 requisite records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) No action was 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.
- (d) As the Secretarial Compliance Report is applicable only from the financial year ended 31-03-2019 onwards, a report about the actions taken / to be taken on the previous reports does not arise.

Place : Trichy  
Date : 24-05-2019



FOR B.K. SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to read "B. Kalyanasundaram".

(B.KALYANASUNDARAM)  
COMPANY SECRETARY  
ACS NO. A672. CP. NO. 2209

Note: This report has to be read along with the Annexure which forms an integral part of this report.

**B.K.SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,  
B.Com.,ACMA.,ACS.,**

**OFFICE :**

**30, PANDAMANGALAM  
AGRAHARAM,  
WORIUR,TRICHY-620003.  
PHONE:0431-2761590.**

**ANNEXURE TO SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2019  
OF  
M/s.KANDAGIRI SPINNING MILLS LIMITED**

1. Maintenance of records with reference to the SEBI Act, SCRA and Regulations thereunder is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our audit.
2. We have followed the audit practices and procedures as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our Secretarial Compliance Report. The verifications were done on a random test basis to ensure the correctness of the facts reflected in the records.
3. We have obtained the Management representation about the compliance of Laws, Regulations and occurrence of events.

Place :Trichy  
Date :24-05-2019



FOR B.K. SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to be "B. Kalyanasundaram", written over a horizontal line.

(B.KALYANASUNDARAM)  
COMPANY SECRETARY  
ACS NO. A672. CP. NO. 2209