

Amarjothi House
157, Kumaran Road,
Tirupur 641601
Tamil Nadu, India

T + 91 421 4311600
info@amarjothi.net
www.amarjothi.net



ISO 9001 : 2008 | GOTS OE | OEKO TEX CERTIFIED
GST : 33AAFCA7082C1Z0

CIN:L17111TZ1987PLC002090

30.05.2023

The Corporate Relations Department

BSE Limited

P.J.Towers,

Dalal Street,

Mumbai -400 001

Dear Sirs,

Ref: Company Code No. 521097

Sub: Certificate under Regulation 24A of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR /CFD/CMD1/27/2019, dated February 08,2019, we enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March,2023, issued by R. Ramchandrar & Associates, Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Amarjothi Spinning Mills Limited

MOHANA Digitally signed by
MOHANA PRIYA M
PRIYA M Date: 2023.05.30
15:19:15 +05'30'

Mohana Priya.M

Company Secretary

Encl: as above

R RAMCHANDAR & ASSOCIATES
COMPANY SECRETARIES

R RAMCHANDAR
90037 04124 / ramcsllb@gmail.com

21, ML Lund complex(3rd floor), VH Road, Coimbatore 641001
0422-4382898 / 94886 53103 / ramcsoffice@gmail.com

**Secretarial Compliance Report of M/s. AMARJOTHI SPINNING MILLS LIMITED for the
financial year ended 31st March, 2023**

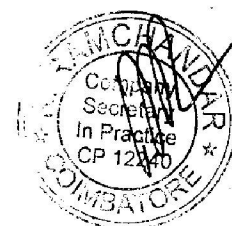
I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. AMARJOTHI SPINNING MILLS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **157, Kumaran Road Tirupur Coimbatore District - 641601**, Secretarial Review was conducted in a manner that provided me, a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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, I hereby report that the listed entity has, during the review period covering the financial year ended on **31st March, 2023**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, **R. RAMCHANDAR**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. AMARJOTHI 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,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **31st March, 2023** 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;~~

~~(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;~~

~~(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;~~

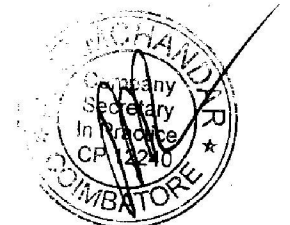
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/ guidelines issued thereunder;

and based on the above examination, I/We 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 thereunder, except in respect of matters specified below:



Sr. 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.	<p>The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.</p> <p>The declaration shall be made within seven working days from the end of each financial year to -</p> <p>(a) every stock exchange where the shares of the target company are listed; and</p> <p>(b) the audit committee of the target company.]</p>	Regulation 31(4) of the SEBI (SAST) Regulations, 2011	Non Submission of Declaration	NIL	NIL	NIL	NIL	The promoter or promoter group has not submitted any declaration to the effect that they have not made any encumbrance of shares held by them.	The promoters have affirmed that the same has not been done intentionally. However, the necessary steps will be taken to avoid the same in future.	NIL



2.	<p>The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website: Provided that a 'high value debt listed entity' shall submit such disclosures along with its standalone financial results for the half year:</p> <p>Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results:</p> <p>Provided further that the listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.]</p>	Regulation 23(9) of the SEBI (LODR) Regulations, 2015	Delay in submission of report by 11 days from the actual due date	BSE Limited	Imposed a penalty for delay in filing	Delayed in submission of Related party transaction report in pursuance of Regulation 23(9)	Rs. 64900/-	The Company has Paid a fine of Rs. 64900/- levied by the Stock Exchange. However, the company has sent a waiver letter and awaiting reply.	The Board discussed the matter and considered that. The non-compliance was not intentional and affirmed that the necessary action will be taken in the future to avoid the same.	Acknowledged
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

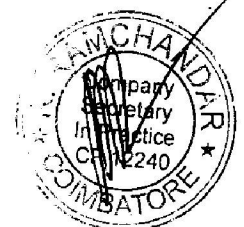
Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
Not applicable.										

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:

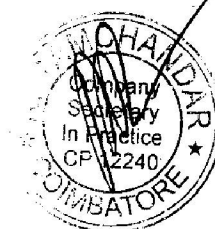
Not applicable.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

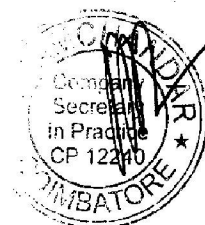
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: <input checked="" type="checkbox"/> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities <input checked="" type="checkbox"/> All the policies are in conformity	Yes	



	with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website: <input checked="" type="checkbox"/> The Listed entity is maintaining a functional website <input checked="" type="checkbox"/> Timely dissemination of the documents/ information under a separate section on the website <input checked="" type="checkbox"/> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	The Company has a material Subsidiary M/s. RPJ Textiles Ltd.,
6.	Preservation of Documents: 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.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every	Yes	

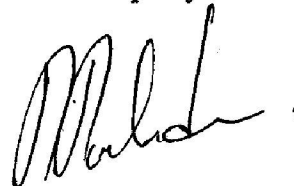


	financial year/during the financial year as prescribed in SEBI Regulations.		
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	No	
9.	<p>Disclosure of events or information:</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	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 except as provided under separate paragraph herein (**).</p>	Yes	The SEBI has levied a fine of Rs.64900/- consequent to non-compliance of Regulation 23(9) of the SEBI (LODR) Regulations, 2015
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note</p>	Yes	



	etc.		
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For **R RAMCHANDAR & ASSOCIATES,**
Company Secretaries



R RAMCHANDAR, FCS., LLB

C. P No: 12240

Peer Review Cert no: 2401/2022

Place: Coimbatore.

Date: 29.05.2023

UDIN :F010097E000397418

R. RAMCHANDAR B.Com., FCS., LLB.,
COMPANY SECRETARY IN PRACTICE
CP 12240