

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

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

OFFICE :

30, PANDAMANGALAM

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**SECRETARIAL COMPLIANCE REPORT
OF**

M/s. SAMBANDAM SPINNING MILLS LIMITED,

KAMARAJ NAGAR,

P.B. NO.1, SALEM 636014

(CIN: L17111TZ1973PLC000675)

for the year ended 31-03-2022

We have examined:

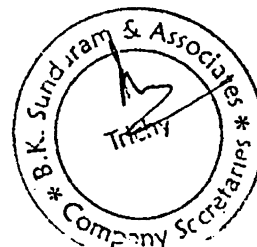
- (a) all the documents and records made available to us and explanation provided by M/s. **SAMBANDAM SPINNING MILLS LIMITED**, (hereinafter referred to as "the listed entity"),
- (b) the filings/ submissions made by 'the listed entity' to the Stock Exchange,
- (c) website of 'the listed entity',

for the year ended 31-03-2022 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 31st March 2022 to 'the listed entity', 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;

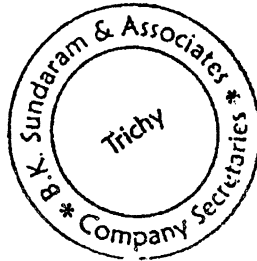


SECRETARIAL COMPLIANCE REPORT OF
M/s. SAMBANDAM SPINNING MILLS LIMITED

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) The Secretarial Compliance Report for the financial year ended 31-03-2021 did not contain any observation and hence there was no need to take action by the listed entity.

Place : Trichy
Date : 27-05-2022



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

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

(B.KALYANASUNDARAM)
COMPANY SECRETARY
ACS NO. A672. CP. NO. 2209
UDIN: A000672D000413238
Peer Review Cert No.:1215/2021
ICSI Unique code: S1994TN013100

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

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

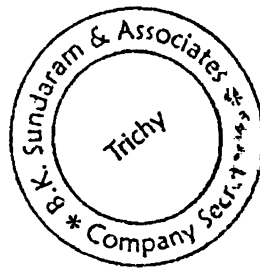
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**ANNEXURE TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022
OF
M/s.SAMBANDAM SPINNING MILLS LIMITED**

1. Maintenance of records with reference to the SEBI Act, SCRA & Regulations thereunder and compliance of the policies framed by the Company with reference to the above regulations is the responsibility of the management of the Company. Our responsibility is only to express an opinion based on our audit regarding the compliance thereof by 'the Listed entity'.
2. The audit was conducted in accordance with applicable Standards issued by the Institute of Company Secretaries of India. 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: 27-05-2022



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

(B.KALYANASUNDARAM)
COMPANY SECRETARY

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