

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 : 33AAFCA7082C1ZO

CIN:L17111TZ1987PLC002090

30.05.2024

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, 2024, issued by R. Ramchandrar & Associates, Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Amarjothi Spinning Mills Limited

Mohana
Priya M

Digitally signed by Mohana Priya M
Date: 2024.05.30 17:18:08 +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, 2024

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure
Requirements)
(Second Amendment) Regulations, 2021. w.e.f. 05/05/2021)

To,
The Members
M/s. AMARJOTHI SPINNING MILLS LIMITED
CIN: L171111TZ1987PLC002090,
157, Kumaran Road,
Tirupur - 641601

I, **R. RAMCHANDAR (FCS 10097, CP 12240)** 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, 2024** 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;~~
Not Applicable.

~~(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;~~ - **Not Applicable.**

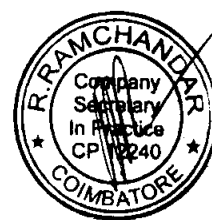
~~(f) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021;~~ - **Not Applicable.**

(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.	The proceedings of the Annual General Meeting must be submitted to the Stock Exchanges within 12 hours from the conclusion of the meeting as required under Regulation 30(6) read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023	Regulation 30(6) read with Schedule III of the SEBI (LODR) Regulations, 2015	The proceedings of the 35th annual general meeting held on 27 th September 2023 were submitted to the stock exchanges beyond the prescribed time.	BS E had requested for explanation for delay in submission of the same	Nil	The proceedings of the 35th annual general meeting held on 27 th September 2023 were submitted to the stock exchanges beyond the prescribed time.	Nil	The listed entity has submitted the explanation for delay as required under second proviso to Regulation 30(6) to the stock exchanges on 8th April 2024	The delay in the filing of the proceedings of the 35th annual general meeting beyond the prescribed period of 12 hours from the conclusion of the annual general meeting was due to inadvertence. The listed entity has submitted the explanation for delay as required under second proviso to Regulation 30(6) to the stock exchanges on 8th April 2024.	Nil



2.	The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself [/herself] to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.	Regulation 33(1)(d) of the SEBI (LODR) Regulations, 2015	The Statutory Auditor of the Company does not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India	Nil	Nil	Nil	Nil	The Auditor informed that his firm has undergone Peer Review. The Peer review process has been completed on 29.03.2024 However, the certificate number is not yet received by the firm.	The Management will take necessary action in this regard.	Nil
----	---	--	---	-----	-----	-----	-----	---	---	-----

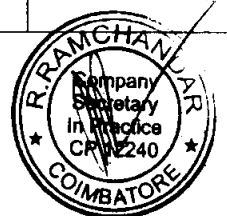


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	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.	March 31, 2023	<p>Regulation 31(4) of the SEBI (SAST) Regulations, 2011</p> <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</p>	<p>Details of violation - NIL</p> <p>Deviations - NIL</p> <p>Actions taken – The company has received a reminder mail from BSE dt.28.06.2023 to submit the disclosure within the prescribed time i.e. within 07.07.2023.</p> <p>Penalty Imposed - NIL</p>	<p>The Company has Submitted the promoter's disclosure on 01.07.2023. No further comments received from BSE after the filing.</p>	<p>During the review of subsequent period, the listed entity has complied with Regulation 31(4) of the SEBI (SAST) Regulations, 2011</p>



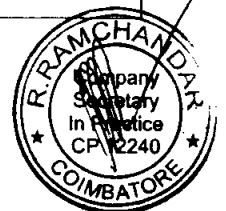
			committee of the target company.]			
2.	The Company has paid a fine of Rs. 64900/- levied by the Stock Exchange. However, the company has sent a waiver letter and awaiting reply.	March 31, 2023	<p>Regulation 23(9) of the SEBI (LODR) Regulations, 2015</p> <p>The listed entity shall submit to the stock 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</p>	<p>Details of violation - Delayed in submission of Related party transaction report in pursuance of Regulation 23(9)</p> <p>Deviations - Delay in submission of report by 11 days from the actual due date</p> <p>Actions taken – Penalty imposed by BSE Limited</p> <p>Penalty Imposed - Rs. 64900/-</p>	The Company has submitted the report by a delay of 11 days from the actual due date	During the review of subsequent period, the listed entity has complied with Regulation 23(9) of the SEBI (LODR) Regulations, 2015



			publication of its standalone and consolidated financial results with effect from April 1, 2023.]			
--	--	--	---	--	--	--

I. 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	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • 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 Yes	None None
3.	Maintenance and disclosures on Website: <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 	Yes Yes Yes	None None None



	accurate and specific which re-directs to the relevant document(s)/ section of the website		
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	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> • Identification of material subsidiary companies • (b) Disclosure requirement of material as well as other subsidiaries 	Yes Yes	None None
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	None
7.	Performance Evaluation: 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	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	Yes Not Applicable	None None



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	There was a delay in submission of material information (Proceedings of AGM) under Regulation 30(6).
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	None
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>	As confirmed by the management, no action was taken against the listed entity / its directors / its subsidiaries and its promoters	None
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (i.e) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	None
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Nil	No additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.



Assumptions & limitation 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 report 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 financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

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



R RAMCHANDAR, FCS., LLB

C. P No: 12240

Peer Review Cert no: 2401/2022

Place: Coimbatore.

Date: 30.05.2024

UDIN : F010097F000494504

