

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

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

OFFICE :

30, PANDAMANGALAM

AGRAHARAM,

WORJUR, TRICHY-620003.

PHONE:0431-2761590.

Email: bkksoffice@gmail.com

**SECRETARIAL COMPLIANCE REPORT
OF
M/s. SAMBANDAM SPINNING MILLS LIMITED,
KAMARAJ NAGAR,
P.B. NO.1,SALEM 636014
(CIN: L17111TZ1973PLC000675)
for the year ended 31-03-2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. SAMBANDAM SPINNING MILLS LIMITED, (hereinafter referred as 'the listed entity'), having its Registered Office at "KAMARAJ NAGAR, P.B. NO.1, SALEM 636014. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

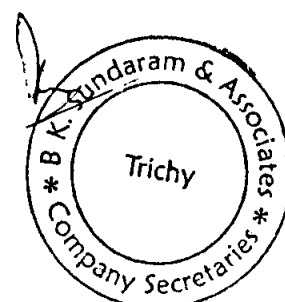
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. SAMBANDAM SPINNING MILLS LIMITED**, ("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 31-03-2023 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");

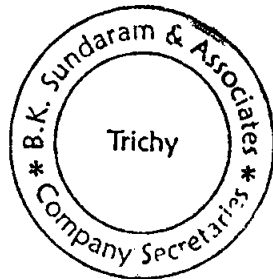


The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-


- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (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;

Based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended-(Vide Annexure A). This report has to be read along with Annexures A and B appended to this report.

Place: Trichy
Date: 26-05-2023



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


(B.KALYANASUNDARAM)
COMPANY SECRETARY
ACS NO. A672. CP. NO. 2209
UDIN: A000672E000393207
Peer Review Cert No.:1215/2021
ICSI Unique code: S1994TN013100

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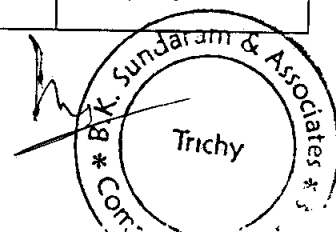
ANNEXURE-A TO SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

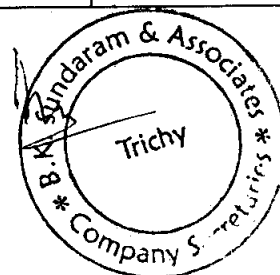
OF

M/s. SAMBANDAM SPINNING MILLS LIMITED

Sl. No.	Particulars	Compliance Status Yes/ No/ Not Applicable	Observations / remarks by PCS
1	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	
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, as per the regulations/ circulars/ guidelines issued by SEBI	Yes Yes	There is no revision in the policies during the year under report. There is no revision in the policies during the year under report.
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 accurate and specific which re-directs to the relevant document(s)/section of the website	Yes Yes Not applicable	The Company has mentioned the website of the Company in the Annual Corporate Governance report in 2022 and it redirects to the website of the Company.



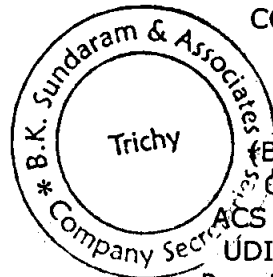
4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Not applicable Not applicable	There is no Subsidiary Company and hence this column is not applicable
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 Policy of Preservation of Documents and 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 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.	There is no material related party transactions during the year under report
9.	<u>Disclosure of events or information:</u> 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.		



10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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	Yes	
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc	Yes	

There is no resignation of statutory auditors during the period under review and hence reporting about Compliances related to resignation of statutory auditors does not arise.

Place: Trichy
Date: 26-05-2023



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

(B.KALYANASUNDARAM)
COMPANY SECRETARY

ACS NO. A672. CP. NO. 2209

UDIN: A000672E000393207

Peer Review Cert No.:1215/2021

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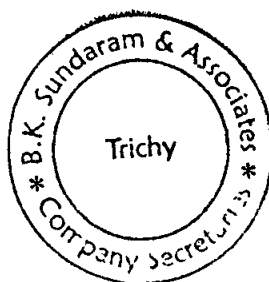
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**ANNEXURE-B TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023
OF
M/s. SAMBANDAM SPINNING MILLS LIMITED**

1. Maintenance of records with reference to the SEBI Act, SCRA and Regulations thereunder is the responsibility of the management of the Company.
2. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity
3. We have obtained the Management representation about the compliance of Laws, Regulations and occurrence of events. The timely dissemination of the documents/ information under a separate section on the website is based on the declaration by the Management and availability of records on the website of the Company.
4. We have followed the verification of records 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.
5. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
6. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
7. 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: Trichy
Date: 26-05-2023



**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

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