

# SURYALAKSHMI COTTON MILLS LTD

(AN IS/ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED COMPANY)

May 16, 2024.

To National Stock Exchange of India Limited "Exchange Plaza" Bandra-Kurla Complex Bandra (East) <b>MUMBAI – 400 051</b>  Scrip Code : SURYALAXMI	To Department of Corporate Services, BSE Limited, 1 <sup>st</sup> floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal street, Fort, <b>MUMBAI 400 001.</b>  Scrip No.: 521200
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Dear Sir/Madam,

**Scrip Code: SURYALAXMI**

**Reg.: Compliance under Reg.24 (A) of the SEBI (LODR) Regulations, 2015.**

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Secretarial Compliance Report duly issued by Mr. K. V. Chalama Reddy, Practising Company Secretary for the financial year ended March 31, 2024.

Please take the same on record.

Thanking you,

Yours faithfully,  
for **SURYALAKSHMI COTTON MILLS LIMITED**

**VENKATA SATYA VISWESWARA SARMA EMANI**  
Digitally signed by VENKATA  
SATYA VISWESWARA SARMA  
EMANI  
Date: 2024.05.16 11:19:56  
+05'30'

**E. V. S. V. SARMA**  
**COMPANY SECRETARY**



GOVERNMENT RECOGNISED EXPORT HOUSE

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CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

**E-MAIL : slcm ltd@suryalakshmi.com WEBSITE : www.suryalakshmi.com**



**K V C REDDY & ASSOCIATES**  
Company Secretaries

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,  
02<sup>nd</sup> Floor, HSR Summit, Banjara Hills,  
Road No. 10, Hyderabad -500034  
Ph: 9848014503  
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**Annual Secretarial Compliance Report of Suryalakshmi Cotton Mills Limited for the  
Year ended 31<sup>st</sup> March, 2024**

(Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015)

I, **K.V. Chalama Reddy**, Proprietor of *K V C Reddy & Associates, Company Secretaries*,  
have examined:

- (a) all the documents and records made available to us and explanation provided by **Suryalakshmi Cotton 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 31<sup>st</sup> March, 2024 ("Review Period") 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 there under by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; **not applicable to the Listed Entity during the Review Period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time ;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time; **not applicable to the Listed Entity during the Review Period**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time; **not applicable to the Listed Entity during the Review Period**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time; **not applicable to the Listed Entity during the Review Period**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time; **not applicable to the Listed Entity during the Review Period**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time; and

Circulars/guidelines issued there under and based on the above examination, I 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, 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	Re-marks
				Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.						
<b>NIL</b>										

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

Observations/ Remarks of the Practicing Company Secretary in the previous reports	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 No.
<b>NIL</b>					

I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<b>Adoption and timely updation of the Policies :-</b>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	None  None

3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4.	<p><b>Disqualification of Director(s):</b></p> <p>None of the Director(s) of the listed entity s/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	None
6.	<p><b>Preservation of Documents:</b></p> <p>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</p>	Yes	None
7.	<p><b>Performance Evaluation:</b></p> <p>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.</p>	Yes	None

8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of audit Committee for all related party transactions; or</p> <p>(b) in case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit Committee,.</p>	Yes	None
9	<p><b>Disclosure of events or information:</b></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	None
10	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></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 (or)</p> <p>The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or BY Stock Exchanges are specified in the last column</p>	NA	None

12	<p><b>Resignation of Statutory Auditors from the listed entity or its material subsidiaries :</b></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(ies) 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>	NA	None
13	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No additional non-compliances	NA

**Assumptions & limitations 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 K V C REDDY & ASSOCIATES**  
Company secretaries

KAMBHAM VENKATA CHALAMA REDDY Digitally signed by KAMBHAM VENKATA CHALAMA REDDY  
Date: 2024.05.15 17:12:32 +05'30'

K.V. Chalama Reddy  
(Proprietor)

Practicing Company Secretary  
F.C.S : 9268, C P No.: 5451  
P R No.: 2301/2022

UDIN Number : F009268F000376437

Place: Hyderabad  
Date : 15/05/2024