

SURYALAKSHMI COTTON MILLS LTD



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

May 28, 2025.

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

Dear Sir/Madam,

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 M/s. K V C Reddy & Associates, Company Secretaries for the financial year ended March 31, 2025.

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: 2025.05.28 18:21:17
+05'30'



E. V. S. V. SARMA
COMPANY SECRETARY
(M. NO. – ACS5220)



GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office : Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003. Telangana, INDIA

CIN Number : L17120TG1962PLC000923

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

E-MAIL : slcmtd@suryalakshmi.com WEBSITE : www.suryalakshmi.com



Annual Secretarial Compliance Report of Suryalakshmi Cotton Mills Limited for the Year ended 31st March, 2025

We have examined:

- (a) all the documents and records made available to us an 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 take this report, for the year ended 31st March, 2025 (“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;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: *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;

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

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: *not applicable to the Listed Entity during the Review Period*

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

(h) Securities and Exchange Board of India (Depositories and participant) Regulations, 2018:

(i) Other regulations as applicable: *not applicable to the Listed Entity during the Review Period*

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, 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
1.	LODR (Listing Obligations & Disclosure Requirements)	17(1)	Delay in compliance with respect to composition of Board of Directors.	NSE and BSE	Fine	(1) Delay in compliance in maintaining required strength of Board from 01.04.2024 to 23.05.2024. (2) Delay in compliance of appointment of	Rs. 8,43,700/- (with GST) by each Stock Exchange.	Delayed compliance in maintenance of minimum strength of Board of Directors from 01.04.2024 to 24.05.2024 and in appointment of Independent Director from 01.04.2024 to 21.08.2024.	The Company submitted an application for waiver of fines to BSE being the designated stock Exchange and the same is still pending. The company has also disclosed the details in the Integrated Governance submitted to Stock	-

						Independent Directors from 01.04.2024 to 21.08.2024.		However, the Company has complied with the said regulation by appointing Mr.R. Surrender Reddy as a Director of the Company on 24.05.2024 and appointment of Ms. Aruna Prasad as an Independent Director on 22.08.2024	Exchange for December quarter.	
2.	LODR (Listing Obligations & Disclosure Requirements)	17 (1A)	Appointment of Non-executive Director who has attained the age of 75 years without prior approval of the shareholders	NSE and BSE	Fine	Delayed compliance of said regulation in respect of appointment of a director who attained the age of 75 years.	Rs.212400/- (with GST) by each Stock Exchange	There was delay of 90 days in obtaining the Shareholders' approval for appointment of Mr.R. Surrender Reddy who attained the age of 75 years as a director i.e., 24.05.2024 to 22.08.2024.	The Company submitted an application for waiver of fines to BSE being the designated stock Exchange and the same is still pending. The company has also disclosed the details in the Integrated Governance submitted to Stock Exchange for December quarter.	-

(b) The action taken by listed entity to comply with the observations made in previous issued thereunder : *not applicable to the Listed Entity during the Review Period*

(d) We 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.	<p>Secretarial Standards:</p> <p>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.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies: -</p> <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 & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	<p>Maintenance and disclosures on Website:</p> <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) of SEBI LODR are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	- - -

4.	Disqualification of Director: None of the Director of the Company is 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	NA NA	-
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 financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
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	No such instances during the period under review

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 reported above</p>	Yes	-
12	<p>Resignation of statutory auditors from the listed entity or its material Subsidiaries:</p> <p>In case of resignation of statutory auditors from the listed entity or any 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	-
13	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulations/circulars/guidance note</p>	NA	-

Assumptions and 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 my 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 Accounts of the listed entity.
4. 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: Hyderabad
Date: 28/05/2025

For K V C REDDY & ASSOCIATES
Company Secretaries

KAMBHAM
VENKATA
CHALAMA
REDDY

Digitally signed by
KAMBHAM VENKATA
CHALAMA REDDY
Date: 2025.05.28
14:18:25 +05'30'

K.V.Chalama Reddy
(Proprietor)

M. No.: F9268, C.P.No.5451
PR No.: 2301/2022

UDIN: F009268G000470401