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| **K. V. CHALAMA REDDY**  ***B.Sc., LL,B., F.C.S.,***  **COMPANY SECRETARY**  **M. No.: F 9268, C.P.No.:5451** | Plot No. 8-2-603/23/3 & 8-2-603/23, 15,  02nd Floor, HSR Summit, Banjara Hills,  Road No. 10, Hyderabad -500034  Ph: 9848014503  [e-mail: kvcr133@gmail.com](mailto:e-mail:%20kvcr133@gmail.com) |

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of***Suryalakshmi Cotton Mills Limited*** (CIN: L17120TG1962PLC000923) (the Company) having its Registered Office at 06th Floor, Surya towers, 105, S.P. Road, Secunderabad – 500 003, Telangana, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31.03.2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers / records & making entries therein within the time prescribed therefor;
3. the Company has filed forms / returns within / beyond the prescribed time with the Registrar Companies in respect of events/matters in respect of which the company was liable to file returns or comply with requisite provisions of the Companies Act, 2013 and rules made thereunder and there were no events/matters in respect of which the company was liable to file returns or comply with requisite provisions of the Companies Act, 2013 and rules made thereunder with the Regional Director, Central Government, the Tribunal, Court or other authorities;
4. calling / convening / holding meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed and the Company has not passed any resolutions by way of circulation and way of postal ballot during the period under review ;
5. closure of Register of Members for purpose of 59th Annual General meeting for the year 2021-22 :
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **n*ot applicable during the audit period***
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. transfer/transmission, issue or allotment or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; ***Not applicable during the year under review***
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; ***not applicable during the audit period***
10. declaration / payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act**;**
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution /appointment/re-appointments/ retirement/ ~~filling up casual vacancies/~~ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them***;***
13. appointment / reappointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **n*ot applicable during the audit period***
15. acceptance / renewal/ repayment of deposits; not applicable during the Audit period
16. borrowings from banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **n*ot applicable* during the audit period** and
18. the Company has not altered the provisions of memorandum of association and articles of association of the Company of the Company during the Audit period.

Place : Hyderabad

Date : **K.V.CHALAMA REDDY**  Practising Company Secretary

F.C.S : 9268, C.P.No.5451

PR NO.: 2301/2022

UDIN: