

SURYALAKSHMI COTTON MILLS LTD

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

July 1, 2020.

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,

Scrip Code : SURYALAXMI

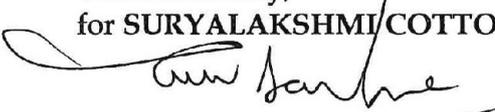
Reg.: Compliance under Reg.24(A) of the SEBI (LODR) Regulations, 2015.

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, 2020.

Please take the same on record.

Thanking you,

Yours faithfully,
for SURYALAKSHMI/COTTON MILLS LIMITED


E.V.S.V.SARMA
COMPANY SECRETARY



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



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

To,

The Board of Directors

Suryalakshmi Cotton Mills Limited

105, 06th Floor, Surya Towers, S.P. Road, Secunderabad-500 003

Annual Secretarial Compliance Report for the Financial Year 2019-20

I have been engaged by **Suryalakshmi Cotton Mills Limited** (hereinafter referred to as 'the Company') bearing CIN L17120TG1962PLC000923 whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Symbol: SURYALAXMI) and BSE Limited (BSE) (Security Code: 521200) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance

Report is enclosed.

KAMBHAM
VENKATA
CHALAMA
REDDY

K.V. CHALAMA REDDY
Practicing Company Secretary
Membership No: F9268, C.P.No.:5451

Date : 25.06.2020

Place : Hyderabad



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

***Annual Secretarial compliance report of Suryalakshmi Cotton Mills Limited
for the year ended 31st March, 2020***

I, **K.V.Chalama Reddy**, Practicing Company Secretary, 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 make this certification, for the year ended 31st March, 2020 ("Review Period") in respect of compliance for the year ended 31st March, 2020 ("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 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 during the period under review*
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: *not applicable during the period under review*
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) regulations, 2019: *not applicable during the period under review*

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and deemed Preference Shares) Regulations, 2013 : *not applicable during the period under review*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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:-

<i>Sr.No</i>	<i>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

<i>Sr.No.</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>of</i>	<i>Details of action taken</i>	<i>Observations/ Remarks of the Practicing Company Secretary, if any</i>
	<i>Nil</i>	<i>Nil</i>		<i>Nil</i>	<i>Nil</i>

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

<i>Sr.No</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compalince report for the year ended</i>	<i>Action taken by the listed entity ,if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
<i>Not applicable during period under review</i>				

(e) *The listed entity has complied with the points 6(A) and 6(8) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/A19 dated October 18, 2019 with regard to the Resignation of Statutory Auditors: There has been no resignation of Statutory Auditors in FY 2019-20.*

KANBHAM
VENKATA
CHALAMA REDDY
Practicing Company Secretary
Membership No: F9268, C.P.No.:5451
Date: 25.06.2020
Place: Hyderabad
UDIN number: F009268B000382905

K.V. CHALAMA REDDY
Practicing Company Secretary
Membership No: F9268, C.P.No.:5451
Date :25.06.2020
Place : Hyderabad
UDIN number: F009268B000382905