

SUNDARARAJAN BAALAJI, B.Com., F.C.S.
Practising Company Secretary
FCS: 5966, CP: 3514, PRC: .774/2020



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III Floor, Indian Bank Upstairs
Sivanandha Colony
Coimbatore -641 012
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Secretarial Compliance Report of M/s. Ambika Cotton Mills Limited for the financial year ended 31st March, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Ambika Cotton Mills Limited (CIN: L17115TZ1988PLC002269)** (hereinafter referred as "the Company"), having its Registered Office at No.9-A, Valluvar Street, Sivanandha Colony, Coimbatore – 641 012. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide my observations thereon.

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

I, Sundararajan Baalaji, have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s. Ambika Cotton Mills Limited (CIN: L17115TZ1988PLC002269)** ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report.

for the financial year ended **31st March 2023** ("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; **(Not applicable to the Company 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 Company during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:





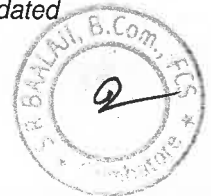
- I. (a) The Company has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

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 Practising Company Secretary	Management Response	Remarks
						Not applicable				

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

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 Practising Company Secretary	Management Response	Remarks
						Not applicable				

The additional Affirmations by Practising Company Secretary (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE Circular Reference No.20230410-41 dated April 10, 2023, are given in the attached **ANNEXURE**.





ANNEXURE

Additional affirmations by Practising Company Secretary (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE Circular Reference No.20230410-41 dated April 10, 2023.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of 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 Companies ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI 	Yes Yes	---
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Company 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 Yes	---





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 Company.	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	The Company does not have any material listed and unlisted Subsidiary(ies) as defined in Regulation 16(1)(c) of the Listing Regulations.
6.	Preservation of Documents: The Company 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 Company 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 Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company 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 NA	The Company has obtained prior approval of Audit Committee for all related party transaction, if any





9.	Disclosure of events or information: The Company 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.	Yes	---
10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	---
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company / 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 provided under separate paragraph herein.	Yes	No actions were taken against the Company / its promoters / Directors either by SEBI / Stock Exchange under SEBI Regulations, Circulars / Guidelines thereunder.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	NA	No additional non-compliance was observed for any SEBI Regulations, Circulars and Guidelines.

Assumptions & 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 Company.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.



SUNDARARAJAN BAALAJI, B.Com., F.C.S.
Practising Company Secretary
FCS: 5966, CP: 3514, PRC: 774/2020



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3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. The 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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

S. R. Prasad
SUNDARARAJAN BAALAJI, B.Com., F.C.S.
Practising Company Secretary
C.P. No. 3514

Signature:

Name of the Company Secretary: **SUNDARARAJAN BAALAJI**

FCS No. 5966

CP No. 3514

Peer Review Certificate No. 774/2020

UDIN: **F005966E000383948**

Place: Coimbatore

Date: 26.05.2023 <