



SUNDARARAJAN BAALAJI, B.Com., F.C.S.  
PRACTISING COMPANY SECRETARY

No.81-82, Raju Naidu Road  
III Floor, Indian Bank Upstairs  
Sivanandha Colony, Coimbatore -641 012  
Phone: 0422 – 2996891  
Cell: 98422-06891  
E-mail : akshayasri23@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF M/S. AMBIKA COTTON MILLS LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2026**  
[Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

To

**The Board of Directors**

M/s. Ambika Cotton Mills Limited  
15/9A, Valluvar Street,  
Sivanandha Colony,  
Gandhipuram,  
Coimbatore - 641012.

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 listed entity"), having its Registered office at 15/9A, Valluvar Street, Sivanandha Colony, Gandhipuram, Coimbatore – 641 012. Secretarial review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of secretarial review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I Sundararajan Baalaji, Practising Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by 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.





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for the financial year ended 31<sup>st</sup> March, 2026 (“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 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;





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(h) Securities and Exchange Board of India (Investor Education and Protection Fund) Regulations, 2009;

Based on the above examination, I 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:

S. 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 (PCS)	Management Response	Remarks
1.	Composition of Independent Director(s)	Regulation 17 (1)(b)	1/3 <sup>rd</sup> Independent Director is maintained	Clarification already given by the listed entity to the Stock exchange(s)	Clarification given	1/3 <sup>rd</sup> Independent Director maintained	Rs. 880000/ (excluding GST) each by NSE & BSE Paid by the listed entity and filed appeal before SAT being the issue falls under interpretation of Regulation	The listed entity has clarified its position.	The management has duly clarified	The fine was levied for 2 quarters, Dec'24 and Mar'25, in total 176 days, on 29.05.2025.





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2	Appointment of Independent Director	Regulation 17 (1A)	The Appointee has attained the age of 75 years	Clarification already given by the listed entity to the Stock exchange(s)	Clarification given	The appointment is without special resolution of the shareholders	Rs.254000/- (excluding GST) each by NSE & BSE Paid by the listed entity and filed appeal before SAT being the issue falls under interpretation of Regulation	The listed entity has clarified the Independent Director since resigned	The management has duly clarified	The fine was levied for 2 quarters, Mar'25 and June 25, in total 127 days, on 29.08.2025.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2025 (the years are to be mentioned)	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
	The listed entity has clarified its position.	The listed entity has clarified its position.	Regulation 17 (1)(b)	1/3 <sup>rd</sup> Independent Director maintained. Rs. 20000/- (excluding GST) by NSE & BSE Paid & the	Complied with the requirement of the Regulation	The management has duly clarified





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				listed entity is pursuing for refund of the same, since there is no non compliance		
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c) 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 of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	---
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	---  ---





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3.	<b>Maintenance and disclosures on Website:</b> <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  Yes  Yes	---
4.	<b>Disqualification of Director(s):</b> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	---
5.	<b>Details related to subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>• Identification of material subsidiary companies.</li><li>• Requirements with respect to Disclosure of material as well as other subsidiaries.</li></ul>	NA  NA	The listed entity had identified and there were no material subsidiary company of the listed entity during the review period.
6.	<b>Preservation of Documents:</b> 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	---





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7.	<b>Performance Evaluation:</b>  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.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>• The listed entity has obtained prior approval of audit committee for all related party transactions.</li><li>• 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.</li></ul>	Yes  NA	---  There were no such transactions during the review period
9.	<b>Disclosure of events or information:</b>  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.	Yes	---
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	---
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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)	YES	Pl refer my observations in Table a and b above





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	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  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.	NA	There were no such transactions during the review period
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	Not Applicable

Date: 21<sup>st</sup> April, 2026  
Place: Coimbatore

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

Signature:  
Name of the PCS: SUNDARARAJAN BAALAJI  
FCS No: 5966  
CP No: 3415  
Peer Review Certificate No: 6871/2025  
UDIN : F005966H000165281



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**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 listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. The 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.
5. The report is limited to the statutory compliances on Laws / regulations / guidelines listed in my report which have been complied by the Company up to the date of this report pertaining to financial year ended 31<sup>st</sup> March, 2026.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedure on random test basis.
7. I have followed the audit practices and procedure as were applicable to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

Date: 21<sup>st</sup> April, 2026  
Place: Coimbatore

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

Signature:  
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