

**Secretarial compliance report of
SRI NACHAMMAI COTTON MILLS LIMITED for the year ended.
31st March, 2021**

I, M.R.L.Narasimha, Company Secretary in practice, have examined:

- (a) all the documents and records made available to me and explanation provided by **SRI NACHAMMAI COTTON MILLS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited,
- (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, 2021 ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder.
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) Securities and Exchange Board of India (depositories and Participants) Regulations, 2018
- (f) Circulars/guidelines issued thereunder;

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 that one of Director Sri. S.Ravichandran has attained the age of 75 years on 23/01/2021. The provisions of Regulation 17(1A) of SEBI (LODR), (Amendment) Regulation, 2018 has mandated the company to pass a special Resolution to continue the said person as Director. The company has convened EGM on 15/07/2021 to pass the said special Resolution.
- (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 examination of those records;

M. R. L. Narasimha

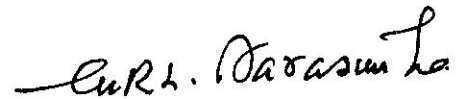
M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

- (c) During review period, there were no 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.
- (d) As there were no observations in the previous report for the year ended 31st March 2020, the requirements to report on the action taken by the listed entity to comply with the observations made therein does not arise.
- (e) The listed entity has suitably modified the terms of appointment of its Statutory Auditors in compliance with the provisions of Para 6(A) and Para 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019

Place: Coimbatore

Date:- 21st June 2021

UDIN:-F002851C000489788



M.R.L. Narasimha

Membership No: 2851

Certificate of Practice: 799

PRNO:517/2017

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M.No: 2851; C.P. 799,
Old No:34-C, New No: 8, IIIrd CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038.



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