

SUNDARARAJAN BAALAJI, B.Com., FCS.
Practising Company Secretary

No.81-82, Raju Naidu Road
III Floor, Indian Bank Upstairs
Sivanandha Colony, Coimbatore 641012
Phone: 0422 – 4519343
Cell: 98422-06891
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ANNUAL SECRETARIAL COMPLIANCE REPORT

of M/s. Salona Cotspin Limited for the Financial Year Ended 31st March, 2019

I, Sundararajan Baalaji, Practising Company Secretary, Coimbatore have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Salona Cotspin Limited
- (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 31.03.2019("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 attracted during the year under review)***

(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 attracted during the year under review)***

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ***(not attracted during the year under review)***

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(not attracted during the year under review)***

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***(not attracted during the year under review)***

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

and circulars/ guidelines issued thereunder;



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and based on the above examination, I hereby report that, during the Review Period **31.03.2019**:

- (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:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Regulation 29(2)(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	2 Days Delay in intimation to the Stock exchange under Regulation 29(2)(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Penalty of Rs.10,000/- had been imposed by the Stock exchange(NSE) and the same had been paid by the Company to the Stock exchange for the delayed intimation under Regulation 29(2)(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1.	Stock Exchange - NSE	Delay in intimation to the Stock exchange under Regulation 29(2)(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Penalty of Rs.10,000/- had been paid by the Company to the Stock exchange for the delayed intimation under Regulation 29(2)(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company had paid the penalty of Rs. 10,000/- plus GST on 13.03.2019 for the delayed intimation under Regulation 29(2)(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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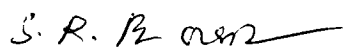
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
-NA-				

Place: Coimbatore

Date: 27.05.2019


S.R. BAALAJI, B.Com., FCS.
Practising Company Secretary
C.P.No.3514

Name of Company Secretary in Practice: **Sundararajan Baalaji**

FCS NO. 5966

C P NO. 3514