salona Cotspin LIMITED

"Shree Sakthi Kunj"
9, Ramalinga Nagar, IV Cross, S.B. Colony,
Coimbatore - 641 011. Tamil Nadu, INDIA
✆ Off : 0422 - 2454415
Email : info@salonagroup.com
Web : www.salonagroup.com

May 30, 2025

To

National Stock Exchange of India Limited,
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.
SYMBOL – SALONA

Dear Sir/Madam

Subject: Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31,2025

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Secretarial Compliance Report for the year ended March 31, 2025.

We request you to take the above on record.

Yours truly

Thanking You,

For Salona Cotspin Limited

SALONA COTSPIN LIMITED COIMBATORE - 641 011

Shyam Lal Agarwala
Chairman & Managing Director
DIN : 00003055

Shyam Lal Agarwala

Digitally signed by Shyam Lal Agarwala
DN: c=IN, o=Personal, title=7946, pseudonym=17df77e69a604b7d814fab5c0d352dfb, 2.5.4.20=e033326cb4d1bc8440af9a2721abec2751e56797b623b455028de92aef67b679, postalCode=641011, st=Tamil Nadu, serialNumber=913f0b3beec6a87071300fe44b35331aa45c830b12a656f20681de1175df96ae, cn=Shyam Lal Agarwala
Date: 2025.05.30 11:46:01 +05'30'

Encl.: as above

CS Ramanathan Kannan
B.Com., BGL., MBA., CAIIB, FCS
Practicing Company Secretary

Plot No.15, Door No.4
Adi Sankarar Street, Ayya Nagar,
Sembakkam, Chennai - 600 073.
Mobile : 99529 42513
E-mail : fcskannan@gmail.com

Secretarial Compliance Report of M/s SALONA COTSPIN LIMITED

[CIN: L17111TZ1994PLC004797] for the financial year ended 31st March, 2025

I have examined:

(a) all the documents and records made available to me and explanation provided by M/s Salona Cotspin 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 Report.

for the financial year ended 31st March 2025 ("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 SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (LODR) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- The Company did not come out any issue of securities 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 during the review period as there were no buy back of shares.

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

-Not Applicable during the review period as there were no such share issue.



(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

-Not Applicable during the review period as there were no issue of Non-convertible securities by the Company.

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

(h) other regulations as applicable.

and 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 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 Practicing Company Secretary (PCS)*	*Management Response*	*Remarks*
1	Uploading of Related Party Transactions in the NSE Portal	23(9)	2 days delay in uploading /complying with the regulations	NSE	Fine	Delay in disclosure of RPT. Details in note 1 @ below.	Rs. 10000/- Plus GST Rs. 1800/- Rs. 11,800/-	Delayed compliance. Company remitted the penalty amount on 03.07.24	Delay is evident and penalty is paid. Note 1 @	@
2	Disclosure of material event/ information	30(4) Schedule III Part A/B	NIL	NSE	Clarification sought #	NIL.	NA	Clarification furnished by the Company #	Clarification given to NSE	Note 2 below #
3	Transfer or transmission or transposition of Securities	40(10)	Report as on 31.03.24 compliance to be done on 30.4.24 Delayed compliance	NIL	NIL	Delay of 8 days in uploading the certificate U/R 40(10) of SEBI LODR	NA	Delay in compliance.	Uploaded on 08.05.24	The provision is discontinued from 12.12.24

CS RAMANATHAN KANNAN
FCS No. 7446
CP 17220
PRACTICING COMPANY SECRETARY

Note: 1. @: Salona Cotspin Ltd has to upload the details of Related Party Transactions on the date of publication of the financial results. Board of the Company has taken on record the financial results for the financial year ended 31.03.2024 on 29th May, 2024. The Related Party Transactions were uploaded in the NSE portal only on 31st May2024

There was a delay of 2 days and hence **NSE vide its letter NSE/LIST-SOP/COMB/FINES/0720 dated 28.06.2024 imposed a penalty of Rs.10,000/- plus GST amount of Rs.1800/- on the fine amount totaling Rs.11,800/-. The company has remitted the fine amount to NSE as directed on 03.07.24.** The disclosure was done with two days delay as per the filings /uploaded date and the company had accepted the same and paid the fine amount.

The Company also informed that the Corporate Governance provisions including reg 23(9) were not applicable to it at that point in time as their Paid-up capital is less than Rs.10 cr.

Though the matter pertains to the disclosure of RPT as on 31.03.24 for which the due date is subsequent to the said financial year end (ie. on 29.05.2.24) and the fine was imposed on 28.06.24. Hence, the reporting of the penalty imposed by NSE and the company's remittance of the fine is shown in the ASCR 31.03.25.

2) # Salona Cotspin Ltd vide its letter dated 06.01.2024 informed NSE that the company proposes to add 18,000 spindles to its existing capacity by purchase of the machines and installing in the premises being acquired. The disclosure was made in terms of SEBI LODR regulation 30(4) Schedule III Part A. NSE vide its email dated 24.04.2024 sought for clarification as to the proposed capacity addition with details such as existing capacity, its utilization, period within which the additional capacity will be added and the investments and the mode of financing the same. Company replied to the same vide its letter 29.04.2024 covering the clarifications sought for. The matter is only clarification sought for by NSE on the disclosure made by the company under regulation 30(4). The details are available in the Announcements column of NSE website.

(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 (PCS) in the previous reports)*	*Observations made in the Secretarial Compliance report for the year ended ..... (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*
–NIL–						

CS RAMANATHAN KANNAN * PRACTICING COMPANY SECRETARY * FCS No. 7446 CP 17220

(Note:

1. *Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.*
2. *Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.*

E.g., In the report for the year ended 31st Mar, 2023, the PCS shall provide a list of:

- *all the observations in the report for the year ended 31st March, 2022 along with the actions.*
- *taken by the listed entity on those observations.*
- *the observations in the reports pertaining to the year ended 31st March,2022 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)*

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.	Secretarial Standards: 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).	Yes	NIL
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • 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	NIL NIL



3.	Maintenance and disclosures on Website: • The listed entity 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 redirects to the relevant document(s)/section of the website.	YES YES YES	NIL NIL NIL
4.	Disqualification of Director(s): 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	NIL
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies.	There are no subsidiaries for the Company	NA
	(b) Disclosure requirement of material as well as other subsidiaries.	NA	NA
6.	Preservation of Documents: 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	NIL
7.	Performance Evaluation: 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	NIL [Performance evaluation was conduced on. 20.02.2025]

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8.	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) 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.	Yes NA	NIL NA
9.	Disclosure of events or information: 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.	Company has no events/information to report during the financial year 2024-25	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	There are no action taken against the company except what is stated in Page 2 Table a above under Note 1- relating to the imposition of penalty for delayed disclosure of RPT for the financial year 2023-24. NSE imposed penalty of Rs.11800/- (including GST) and the details are furnished in Note 1 @ above. Fine was remitted by the company.	NIL Except what has been stated in the earlier column as to non-compliances listed therein in Page 2.



12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	NIL
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NIL	NIL

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (In case of Not Applicable- NA to be mentioned) –
NA (as there is no employee benefit scheme during the year under review).

(Note: In case of non-compliance, details of such non-compliance need to be mentioned)

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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This 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.

Place: Chennai

Date: 28/05/2025

CS RAMANATHAN KANNAN * FCS No. 7446 CP 17220 * PRACTICING COMPANY SECRETARY *

Signature

(Ramanathan Kannan)

FCS No.: 7446; CP No.: 17220
UDIN: F007446G000465189

Peer Review No. 2803/2022