



BANNARI AMMAN SPINNING MILLS LIMITED

Regd. Office : 252, Mettupalayam Road, Coimbatore - 641 043, Tamilnadu, INDIA

Telephone : 0422 - 2435555 E-mail : shares@bannarimills.com

Website : www.bannarimills.com CIN : L17111TZ1989PLC002476 GSTRN : 33AAACB8513A1ZE

BASML/SEC/264/SE'S/2023-24

22.5.2023

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

BSE Limited
Floor25
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Secretarial Compliance Report - reg.
Ref: Scrip Code: NSE - BASML ; BSE - 532674

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing the Secretarial Compliance Report for the year ended 31.3.2023, issued by Sri R Dhanasekaran, Practicing Company Secretary, Coimbatore.

Kindly take on record the above information.

Thanking you,

Yours faithfully,

For BANNARI AMMAN SPINNING MILLS LIMITED

N KRISHNARAJ
COMPANY SECRETARY

Encl: as above



Certificate No.: 17/2023-24

ANNUAL SECRETARIAL COMPLIANCE REPORT OF BANNARI AMMAN SPINNING MILLS LIMITED (CIN: L17111TZ1989PLC002476) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

I, R.Dhanasekaran, Company Secretary in Practice,(FCS 7070/CP 7745) have examined:

(a) all the documents and records made available to me and explanation provided by BANNARI AMMAN SPINNING MILLS LIMITED, ("the listed entity")

(b) the filings / submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) other document / filing, as may be relevant, which has been relied upon to make this certification, for the Financial Year ended 31.03.2023 ("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;

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 as there was no reportable event during the review period)





e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable as there was no reportable event during the review period)

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as there was no reportable event during the review period)

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable as there was no reportable event during the review period)

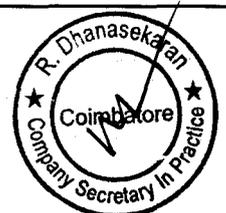
h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that during the period under review.

(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/ guide- lines 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	Man-agement Response	Re- marks
					Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc.					
None										





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

Sr. No.	Compliance Requirement (Regulations/circulars/guide-lines 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	Management Response	Remarks
					Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.					
None										

In terms of the NSE Circular Ref. No. NSE/CML/2023/30 dated 10th April, 2023 and BSE circulars No. 202303126-14 dated 16th March, 2023, & No. 20230410-41 dated 10th April, 2023, my affirmations are provided in the **Annexure A** to the Report.

Place: Coimbatore

Date: 19.05.2023

Signature:

R Dhanasekaran

FCS No. 7070

CP No. 7745

Peer Review No.: 811/2020

UDIN: F007070E000337906



ANNEXURE A

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and made mandatorily applicable.	Yes	None
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 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	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● 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 governancereports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website	Yes	None





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 listed entity.	Yes	None
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	(a) Yes (b) Yes	None None
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	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity 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.	(a) Yes (b) NA	Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable
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.	Yes	None





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	None
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.	Yes	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	None

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

The listed entity has complied with the provisions of Para 6 of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019, in terms of appointment of Statutory Auditors of the Company. There was no resignation of the Statutory Auditors that took place during the year under review.

Place: Coimbatore

Date: 19.05.2023

Signature:

R Dhanasekaran

FCS No. 7070

CP No. 7745

Peer Review No.: 811/2020

UDIN: F007070E000337906

General information about company	
Scrip Code*	532674
NSE Symbol*	BASML
MSEI Symbol	NOTLISTED
ISIN	INE186H01022
Name of the listed entity	BANNARI AMMAN SPINNING MILLS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Date of Reporting to Exchange	27-06-2023
Whether any observations reported by the Secretarial Auditor	No
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.	Yes
In previous, Any actions taken against the listed entity/its promoters/directors/its material subsidiaries either by SEBI or by stock exchanges (including under the Standard operating procedures issued by SEBI through various circulars).	No
Is there any observation made in the previous report	No
Name of the Certifying Firm	R DHANASEKARAN COMPANY SECRETARY IN PRACTICE
Name of the practicing Company Secretary issuing the report	R DHANASEKARAN
Membership Type	FCS
ACS/FCS No.	7070
UDIN	F007070E000337906
CP No.	7745
Place of PCS	Coimbatore
PCS Report Date	19-05-2023

Regulations			
Sr No	Regulation	Applicability during the period under review (Yes/No)	Any Observation (Yes/No)
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes	No
2	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Yes	No
3	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes	No
4	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No	No
5	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	No	No
6	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	No	No
7	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013	No	No
8	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes	No

Affirmation			
Sr No	Regulation	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 India (ICSI)	Yes	None
2	Adoption and timely updation of the Policies		
(a)	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	None
(b)	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3	Maintenance and disclosures on Website		
(a)	The Listed entity is maintaining a functional website	Yes	None
(b)	Timely dissemination of the documents/ information under a separate section on the website	Yes	None
(c)	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	None
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
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	None
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 as prescribed in SEBI Regulations	Yes	None
8	Related Party Transactions		
(a)	The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	Since, all Related party transactions were entered after obtaining prior approval of audit committee
(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	NA	point (b) is not applicable
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
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	None
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Yes	None
12	Additional Non-compliances, if any: No of any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		
1	No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	None