

**Secretarial Compliance Report of M/s. The Lakshmi Mills Company Limited
for the financial year ended 31st March 2025**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 (as amended) read with relevant circulars issued by Stock Exchanges]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. The Lakshmi Mills Company Limited** (CIN: L17111TZ1910PLC000093) (hereinafter referred as 'the listed entity'), having its Registered Office at Old No. 1100, New No. 686, Avanashi Road, Papanickenpalayam, Coimbatore - 641037. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **MDS & Associates LLP, Company Secretaries**, have examined:

- (a) all the documents and records made available to us, and explanation provided by **M/s. The Lakshmi Mills Company Limited**,
- (b) the filings/ submissions made by the listed entity to BSE Limited ("the stock exchange"),
- (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 Securities and Exchange Board of India ("SEBI")

Secretarial Compliance Report of The Lakshmi Mills Company Limited

The specific Regulations as applicable to the listed entity, 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
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (f) Other Regulations as applicable and
circulars/ guidelines issued thereunder;

and based on the above examination, we 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 in **Annexure A.**
- (b) The listed entity has taken actions to comply with the observations made in the previous report pertaining to the financial year ended 31st March 2024 as set out in **Annexure B.**

I. We 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.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable	Yes	Nil

	Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	Nil
	All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> The listed entity is maintaining a functional website	Yes	Nil
	Timely dissemination of the documents/ information under a separate section on the website	Yes	Based on the representation received from the management, it is noted that the documents/ information has been disseminated in a timely manner
	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	Nil
4.	<u>Disqualification of Director:</u> None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Nil

5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u>		
	a) Identification of material subsidiary companies	NA	The Company does not have any subsidiaries
	b) Disclosure requirement of material as well as other subsidiaries	NA	
6.	<u>Preservation of Documents:</u> 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.	<u>Performance Evaluation:</u> 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	Nil
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or	Yes	Nil
	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	NA	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under	Yes	Nil

	Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	The details pertaining to the same has been enumerated in Annexure A below.
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> In case of resignation of Statutory Auditors 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 was no resignation of statutory auditors during the review period
13.	<u>Additional non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	Yes	There are no additional non-compliances except those mentioned in Annexure-A

Note: There was no appointment / re-appointment / resignation of statutory auditors of the Company during the period under review. Further, the terms of their appointment were in compliance of Para 6.1 and 6.2 of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 issued by the Securities and Exchange Board of India.



We further report that the compliance with respect to disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is not applicable to the listed entity.

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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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 : Coimbatore

Date : 28.05.2025

For MDS & Associates LLP
Company Secretaries



M.D. Selvaraj

Managing Partner

Membership No.: FCS 960 C P No.: 411

Peer Review No. 6468/2025

UDIN: F000960G000449012

Annexure A

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Regulation 23 of SEBI (LODR) Regulations, 2015 mandates that the listed entity shall submit to the Stock Exchanges disclosures of related party transactions every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.	Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements, Regulations, 2015	The disclosure of related party transactions for the half year ended 31st March 2024 was not submitted by the Company on the same date as the publication of its standalone financial results.	Stock Exchange BSE	Fine	The disclosure of related party transactions for the half year ended 31st March 2024 was not submitted by the Company on the same date as the publication of its standalone financial results.	Rs. 5,900/-	During the year under review, disclosure of Related Party Transactions for the half year ended 31st March 2024 in respect of the Audited Financial results declared on 28th May 2024 was submitted by the listed entity on 29th May 2024, which is beyond the time stipulated under Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Further, in this regard, the BSE Limited vide its respective letter dated 28th June 2024 imposed a fine of Rs. 5,900/- (inclusive of GST) on the Company. The Company has paid the said requisite fine to the Stock Exchange on 29th June 2024.	The management stated that the compliance of the said regulation shall be ensured in future.	Nil
2.	Pursuant to Provisions of Para (D) of Section III-A of Chapter III of SEBI Master Circular No. SEBI/ HO/CFD/ PoD2/CIR/P/20	SEBI Master Circular No. SEBI/ HO/CFD/ PoD2/CIR/P/20	The disclosure of Impact Statement of Audit Qualification of the Audit Report	Nil	NA	The disclosure of Statement of Impact of Audit Qualification of	Nil	During the year under review, the listed entity has not submitted the disclosure of Statement of compliance of	The management stated that the compliance of	Nil



Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
	HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023, the listed entity shall submit the disclosure of Statement of Impact of Audit Qualification of the Audit Report in XBRL Mode within 24 hours of the submission of Financial results for the relevant quarter in PDF Mode.	23/120 dated July 11, 2023	for the year ended 31 st March 2024 was submitted in XBRL Mode by the listed entity beyond the prescribed time period.			the Audit Report for the year ended 31 st March 2024 was submitted in XBRL Mode by the listed entity beyond the prescribed time period.		Impact of Audit Qualification of the Audit Report for the year ended 31 st March 2024 in XBRL Mode pursuant to Provisions of Para (D) of Section III-A of Chapter III of SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023. However, consequent to the e-mail received from BSE Limited on 5th June 2024, the listed entity has submitted the same on 6 th June 2024.	the said regulation shall be ensured in future.	
3.	Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 mandates that the promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year and the declaration required under sub-regulation (4)	Regulation 31(4) & (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	The declaration under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 has not been submitted within seven working days from the end of the financial year.	Nil	NA	The declaration under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 has not been submitted within seven working days from the end of the financial year.	Nil	The Company has not submitted the declaration relating to details of encumbrance by the promoter under the Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within seven working days from the end of the financial year to the Stock Exchange.	The management stated that the compliance of the said regulation shall be ensured in future.	Nil



Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
	shall be made within seven working days from the end of each financial year to every stock exchange where the shares of the target company are listed and the audit committee of the target company under Regulation 31(5) of SEBI (SAST) Regulations, 2011.									



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Annexure B						
Sr. No.	Observations/Remarks of the Practicing Company Secretary 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
1	During the year under review, the Company had made a delayed submission of proceedings of the Annual General Meeting. However, the Company has submitted an explanation for delay as required under second proviso to Regulation 30(6)(c) to the Stock Exchange(s) on 8th April 2024, in reply to the e-mail received from BSE dated 06th April 2024.	31-03-2024	The proceedings of the Annual General Meeting must be submitted to the Stock Exchanges within 12 hours from the conclusion of the meeting as required under Regulation 30(6) read with Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023	The proceedings of 113 th Annual General Meeting held on 21 st September 2023 were submitted to the Stock Exchange beyond the prescribed time.	The management ensured the compliance of the regulation said subsequently.	The entity is advised to ensure timely disclosures as per Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015, and to avoid recurrence of such lapses in the future.
2.	The listed entity shall comply with the procedural requirements specified in Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) while dealing with securities issued pursuant to the public issue or any other issue, physical or otherwise, which remain unclaimed and/or are lying in the escrow account as applicable.	31-03-2024	The listed entity shall comply with the procedural requirements specified in Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) while dealing with securities issued pursuant to the public issue or any other issue, physical or otherwise, which remain unclaimed and/or are lying in the escrow account as applicable.	The Company has not complied with the procedural requirements specified in Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of unclaimed shares held in physical mode.	The management is in the process of complying with the procedural requirements specified in Regulation 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on the date of this report.	The entity has complied with procedural requirements specified in Regulation 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on the date of this report.



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