V K SHANKARARAMANN
M.Com., F.C.S., B.G.L., D.L.T., D.L.A., M.B.A, M.Phil
Practising Company Secretary
Regd. Office : Kumaran Kudil, Flat No. A, Plot No.69, Anbu Nagar Main Road, Alwarthirunagar, Chennai - 600 087.
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/s. MARIS SPINNERS LIMITED (CIN: L93090TN1979PLC032618) FOR THE YEAR ENDED 2023-24 REG. 24A OF SEBI, (LODR)2015

I, V. K. Shankararamann have examined:

(a) all the documents and records made available to us and explanation provided by **MARIS SPINNERS 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 certification, for the year ended **2023-24** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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 CapitaLand 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;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;

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

(i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

No other regulations are applicable to the Company and based on the above examination, I, hereby report that, during the Review Period:

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under and Compliance status of the listed entity is appended as below:

Sl. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Compliance Status (Yes/No/ NA)	Observations/ Remarks of the Practicing Company Secretary
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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	YES	---
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of the 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	--- ---
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	YES YES	--- ---

	corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	YES	---
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	---
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	YES YES	--- ---
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 reservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	---
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	---
8.	R**elated 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	YES NA	--- The Company has obtained prior approval of the Audit Committee for all related party transactions entered during FY 2023-24.

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	---
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	---
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 except as provided under separate paragraph herein (**).	YES	---
12.	**Additional Non-compliances, if any** No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	YES	No additional non-compliance was observed for any SEBI Regulations etc., except 1 time delay in compliances by hour and another wrong attachment and both got closed thereon by SEBI

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:

Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS*
1	**Compliances with the following conditions while appointing / re appointing an auditor;** i.If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NIL

	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter: or iii.If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year		
2	Other conditions relating to resignation of statutory auditor. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: ❖In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee Meetings. ❖In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. ❖The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. Disclaimer in case of non-receipt of	NA	NA The reporting other conditions by the auditor is not applicable as the auditor does not have any concern.

	information The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR / CFD / CMD1 / 114 /2019 dated 18th October, 2019.	Yes	

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

(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 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	Management Response	Remarks
					Advisory / Clarification/ Fine/ Show Cause Notice / Warning, etc					
-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

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	Management Response	Remarks
					advisory / Clarification / Fine / Show Cause Notice / Warning, etc					
-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Place: Chennai
Date:15.05.2024

FOR VKS&ASSOCIATES
Company Secretaries

V.K.SHANKARARAMANN C.P. No: 5255 CHENNAI PRACTISING COMPANY SECRETARY

V K Shankararamann
F.C.S No. 5592
C.P. No.5255
PR code : 332
QR code : 74
UDIN : **F005592F000373344**