



Secretarial Compliance Report
of
SAI SILKS (KALAMANDIR) LIMITED
For the Financial Year ended 31.03.2024

To,
The Board of Directors,
Sai Silks (Kalamandir) Limited
6-3-790/8, Flat No. 1, Bathina Apartments,
Ameerpet, Hyderabad-500016

I. We, P.S. Rao & Associates, Company Secretaries, have examined:

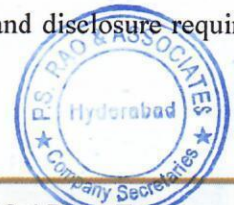
- (a) all the documents and records made available to us and explanations provided by Sai Silks (Kalamandir) Limited, having its Registered Office at 6-3-790/8, Flat No. 1, Bathina Apartments, Ameerpet, Hyderabad-500016, hereinafter referred to as “the listed entity”
- (b) the filings/ submissions made 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 31.03.2024 (“01.04.2023 to 31.03.2024”) 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”);
- (c) The Depositories Act, 1996:

II. The Specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018;



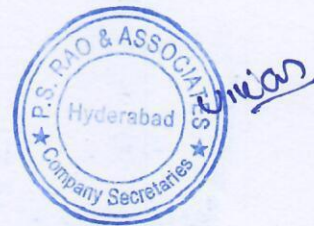
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- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period).**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2011;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;
- Circulars, Master Circulars/ guidelines issued there under.

and based on the above examination, we hereby report that, during the review period:

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
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

- (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: -



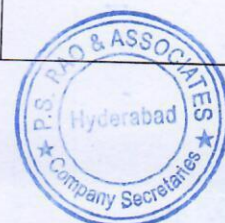
- (b) *The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation/Remarks of the Practicing Company Secretary in the previous reports	Observation made in the Secretarial Compliance report for the year ended 31.03.2024	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	NA	NA	NA	NA	NA	NA

Note : The Company got its Equity Shares listed on both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited through an Initial Public Offer (IPO) and the Trading commenced effective 27.09.2023. Hence, the table laid above is Not Applicable for the period under review.

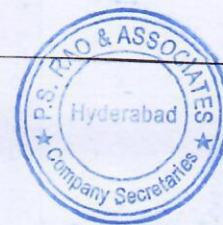
Pursuant to Circular No: NSE/ CML/2023/21 dated 16.03.2023 issued by National Stock Exchange of India Limited and Notice No: 20230316-14 dated 16.03.2023 issued by BSE Limited and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standard:</u> 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	None
2.	<u>Adoption and timely updation of the Policies:</u> <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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None



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3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under aseparate section on the website • 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.	<u>Disqualification of Director:</u> None of the Directors of the Company is disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES (The listed entity does not have any subsidiary)	None
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 LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> 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	N.A (Refer Note below)	None
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.	Yes	None
	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.	N.A	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, within the time limits prescribed thereunder.	Yes	None

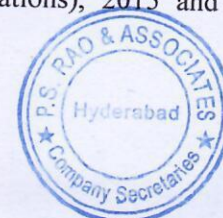


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10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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#	Yes (Refer Note below)	None
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI Regulation/circular/guidance note etc..	Yes	None

Notes:

1. The Company got its Equity Shares listed on both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited through an Initial Public Offer (IPO) and the Trading commenced effective 27.09.2023. Thus, the compliances of various provisions listed in this Report were examined and are reported accordingly.
2. The listed entity has duly complied with the conditions specified under paragraph 6.1 and 6.2 of Section V-D of chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 by suitably modifying the terms of appointment of the Statutory Auditors. Further, there were no instances of any resignation of Statutory Auditors during the period under review.
3. During the period under review, the Company has received communication from NSE seeking information in relation to financial results for the period ended 30 September 2023, under Regulation 30 (10) of SEBI (Listing obligation and Disclosure Regulations), 2015 and the Company has provided the same.




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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 certify 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: Hyderabad
Date : 24.05.2024

For **P S Rao & Associates**
Company Secretaries

Vikas
Vikas Sirohiya
Partner

ACS No: 15116 C.P.No.5246
ICSI Unique Code: P2001TL078000
PR No.710/2020
UDIN: A015116F000441289