Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

Form language
(•) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) U17111TN1994PLC027037

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) 31/03/2026

(c) *Type of Annual filing (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	SANDHYA SPINNING MILL LIMITED	SANDHYA SPINNING MILL LIMITED
Registered office address	NO 47 P S K NAGAR RAJAPALAYAM,NA,RAJAPALAYAM,Tamil Nadu,India,626108	NO 47 P S K NAGAR RAJAPALAYAM,NA,RAJAPALAYAM,Tamil Nadu,India,626108
Latitude details	9.421308	9.421308
Longitude details	77.578356	77.578356

(a) *Photograph of the registered office of the Company showing external building and name prominently visible Sandhya Regd Office.pdf.pdf

(b) *Permanent Account Number (PAN) of the company AA******7R

(c) *e-mail ID of the company *****ya@ramcotex.com

(d) *Telephone number with STD code 04*******09

(e) Website: www.sandhyaspinningmill.co.in

iv *Date of Incorporation (DD/MM/YYYY): 16/03/1994

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company): Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company): Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company): Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date): (●) Yes ( ) No

vii (a) Whether shares listed on recognized Stock Exchange(s): ( ) Yes (●) No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent: 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSEROAD, CHENNAI,Tamil Nadu,India,600002	INR000003753

ix * (a) Whether Annual General Meeting (AGM) held: (●) Yes ( ) No

(b) If yes, date of AGM (DD/MM/YYYY): 28/08/2026

(c) Due date of AGM (DD/MM/YYYY): 30/09/2026

(d) Whether any extension for AGM granted: ( ) Yes (●) No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension:

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY):

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities | 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	13	Manufacture of Textiles	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given | 0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	33000000.00	32618181.00	32618181.00	32618181.00
Total amount of equity shares (in rupees)	330000000.00	326181810.00	326181810.00	326181810.00

Number of classes | 1

Class of shares equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	33000000	32618181	32618181	32618181
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	330000000	326181810	326181810	326181810

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	4000000.00	3000000.00	3000000.00	3000000.00
Total amount of preference shares (in rupees)	40000000.00	30000000.00	30000000.00	30000000.00

Number of classes 1

Class of shares 7.5% Cumulative Redeemable Preference Shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	4000000	3000000	3000000	3000000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40000000.00	30000000.00	30000000	30000000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	240500	32377681	32618181.00	326181810	326181810	
Increase during the year	0.00	2300.00	2300.00	23000.00	23000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Shares Dematerialized during the year 2025-26	0	2300	2300.00	23000	23000	
Decrease during the year	2300.00	0.00	2300.00	23000.00	23000.00	0.00
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Shares Dematerialized during the year 2025-26	2300	0	2300.00	23000	23000	
At the end of the year	238200.00	32379981.00	32618181.00	326181810.00	326181810.00	
(ii) Preference shares						
At the beginning of the year	0	3000000	3000000.00	30000000	30000000	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NIL	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NIL	0	0	0.00	0	0	
At the end of the year	0.00	3000000.00	3000000.00	30000000.00	30000000.00	

ISIN of the equity shares of the company: INE264Z01011

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers:

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures) | 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover	2381317853
ii * Net worth of the Company	71111494

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	32225767	98.80	3000000	100.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	32225767.00	98.8	3000000.00	100

Total number of shareholders (promoters) 6

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family				
	(i) Indian	376822	1.16	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	332	0.00	0	0.00

10	Others IEPF	15260	0.05	0	0.00
	Total	392414.00	1.21	0.00	0

Total number of shareholders (other than promoters) 877

Total number of shareholders (Promoters + Public/Other than promoters) 883.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	221
2	Individual - Male	660
3	Individual - Transgender	0
4	Other than individuals	2
	Total	883.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	**At the beginning of the year**	**At the end of the year**
Promoters	6	6
Members (other than promoters)	877	877
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	3	1	3	96.69	0.39
B Non-Promoter	0	3	0	3	0.00	0.00
i Non-Independent	0	1	0	1	0	0
ii Independent	0	2	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	6	1	6	96.69	0.39

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 9

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	00331406	Director	42000	
SRI SANDHYA RAJU BYRRAJU	02325596	Managing Director	31539767	
RAMASUBRAHMANEYA RAJHA SUDARSANAM	00433926	Director	43400	

POOSAPADI VENKETRAMA RAJA NIRMALA RAJU	00474960	Director	42000	
KANTHIMATHINATHAN SUBRAMANIAN	01124581	Director	0	
POOSAPADI A SANKAR RAJA KRISHNAMA RAJA	00487322	Director	0	18/05/2026
POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	06702871	Director	0	
KARTHIKAIRAJ GNANESWARAN	AQFPG5330A	CFO	0	
MOHANALOGAPRIYA ESWARAN	AFEPE4353H	Company Secretary	0	05/09/2026

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MOHANALOGAPRIYA ESWARAN	AFEPE4353H	Company Secretary	29/05/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/08/2025	883	20	96.82

B BOARD MEETINGS

*Number of meetings held 4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2025	7	7	100
2	12/08/2025	7	6	85.71
3	11/11/2025	7	5	71.43
4	13/02/2026	7	6	85.71

C COMMITTEE MEETINGS

Number of meetings held | 8

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	29/05/2025	3	3	100
2	AUDIT COMMITTEE	12/08/2025	3	3	100
3	AUDIT COMMITTEE	11/11/2025	3	3	100
4	AUDIT COMMITTEE	13/02/2026	3	3	100
5	INDEPENDENT DIRECTORS	13/02/2026	2	2	100
6	NOMINATION AND REMUNERATION COMMITTEE	29/05/2025	3	3	100
7	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	29/05/2025	3	3	100
8	STAKEHOLDERS RELATIONSHIP COMMITTE	13/02/2026	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on

		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/08/2026 (Y/N/NA)
1	RAMASUBRAHMANEYA RAJHA SUDARSANAM	4	4	100	0	0	0	No
2	POOSAPADI VENKETRAMA RAJA NIRMALA RAJU	4	2	50	0	0	0	Yes
3	KANTHIMATHINATHAN SUBRAMANIAN	4	4	100	6	6	100	No
4	POOSAPADI A SANKAR RAJA KRISHNAMA RAJA	4	4	100	8	8	100	Not applicable
5	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	4	4	100	8	8	100	Yes
6	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	4	4	100	1	1	100	Yes
7	SRI SANDHYA RAJU BYRRAJU	4	2	50	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SMT. B. SRISANDHYA RAJU	Managing Director	12000000	0	0	780000	12780000.00
	Total		12000000.00	0.00	0.00	780000.00	12780000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SRI K. GNANESWARAN	CFO	1437958	0	0	0	1437958.00
2	SMT E. MOHANALOGAPRIYA	Company Secretary	638381	0	0	0	638381.00
	Total		2076339.00	0.00	0.00	0.00	2076339.00

C *Number of other directors whose remuneration details to be entered | 6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SRI P.R.VENKETRAMA RAJA	Director	0	0	0	75000	75000.00
2	SMT.R.SUDARSANAM	Director	0	0	0	60000	60000.00
3	SMT.P.V.NIRMALA RAJU	Director	0	0	0	30000	30000.00
4	SRI S.KANTHIMATHINATHAN	Director	0	0	0	135000	135000.00
5	SRI P.A.S.KRISHNAMMA RAJHA	Director	0	0	0	150000	150000.00
6	JUSTICE SRI P.P.S. JANARTHANA RAJA	Director	0	0	0	150000	150000.00
	Total		0.00	0.00	0.00	600000.00	600000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year | (●) Yes ( ) No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS | ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES | ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder	883

XIV Attachments

(a) List of share holders, debenture holders	Details of Equity Shareholder.xlsm Details of Preference Shareholder.xlsm
(b) Optional Attachment(s), if any	MGT 7 UDIN SIGNED.pdf MGT 8 UDIN SIGNED_compressed.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of SANDHYA SPINNING MILL LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;

2 maintenance of registers/records & making entries therein within the time prescribed therefor;

3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;

4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5 closure of Register of Members / Security holders, as the case may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by	MELAPPALAYAM RAJAGOPALAN LAKSHMI NARASIMHA Digitally signed by MELAPPALAYAM RAJAGOPALAN LAKSHMI NARASIMHA Date: 2026.10.08 14:14:38 +05'30'
Name	MRL NARASIMHA
Date (DD/MM/YYYY)	07/10/2026
Place	COIMBATORE

Whether associate or fellow:

○ Associate ◉ Fellow

Certificate of practice number	7*9

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 02325596

*(b) Name of the Designated Person: SRI SANDHYA RAJU BYRRAJU

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 21 dated* (DD/MM/YYYY) 09/08/2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

KANTHIMATHINATHAN SUBRAMANIAN

Digitally signed by KANTHIMATHINATHAN SUBRAMANIAN
Date: 2026.10.08 12:15:04 +05'30'

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 0*1*4*8*

***To be digitally signed by**

MELAPPALAYAM RAJAGOPALAN LAKSHMI NARASIMHA

Digitally signed by MELAPPALAYAM RAJAGOPALAN LAKSHMI NARASIMHA
Date: 2026.10.08 14:15:04 +05'30'

○ Company Secretary ◉ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number:

Certificate of practice number: 7*9

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC6515708
eForm filing date (DD/MM/YYYY)	08/10/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

FORM NO. MGT.8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s. Sandhya Spinning Mill Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the financial year ended on **31st March, 2026.** In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers / records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies / Central Government within the prescribed time. No forms and Returns were required to be filed with Regional Director, Tribunal, Court or other authorities under the Act;
4. calling / convening / holding meetings of Board of Directors, Committees of Board and the meetings of the Members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. there were no closure of Register of Members and hence compliance with the provisions of the Act and Rules made thereunder does not arise;
6. since no advances / loans to its Directors and / or persons or firms or companies referred in section 185 of the Act were made, compliance with the provisions of the Act & Rules made there under does not arise;
7. contracts / arrangements with related parties as specified in section 188 of the Act;
8. There was no Issue or allotment or transfer, transmission and issue of duplicate certificates. There was no buy back of securities, Redemption of Preference Shares or debentures, or reduction of Share Capital, Conversion or Shares / Securities;
9. keeping in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

'Lotus', 370-A, Alagesan Road, SB Mission Post, Coimbatore - 641 011
Phone 0422 - 2448926, 2441765 Mobile : +91 98422 54175, 95858 54175 E-mail mrln54@gmail.com / mrln54@outlook.com

10. declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of Directors is as per sub – sections (3), (4) and (5) thereof;
12. constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;
13. the auditors were re-appointed in the AGM held on 20-08-2022 for the second term of 5 consecutive financial year commencing from the financial year 2022-23 and to hold office from conclusion of 28th AGM till the conclusion of 33rd AGM.
14. approvals required to be taken from Registrar of Companies / Central Governments for the e-forms filed under various provisions of the Act have been approved/taken on record and no approvals were required to be taken from the Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. since no acceptance / renewal / repayment of deposits were made during the year compliance with the provisions of the Act & Rules made thereunder does not arise;
16. borrowings from its Directors, Members, Banks and others and creation/ modification / satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. there were no alteration of the provisions of the Memorandum of Association of the Company during the year and hence Compliance with the provisions of the Act and Rules made there under, does not arise.

Place: Coimbatore
Date: 07/10/2026
UDIN.:F002851H001757571

Signature: M.R.L. Narasimha
Name: M.R.L. Narasimha
M.NO. F2851
C.P. No.: 799
PRC.No.8114/2026

M.R.L. NARASIMHA. B.Com.,FCS
Practising Company Secretary
M.No: F2851 COP. No. 799 PR. No.8114 / 2026
'Lotus' 370-A, Alagesan Road, SB Mission Post,
Coimbatore - 641 011.

भारतीय कम्पनी सचिव संस्थान
THE INSTITUTE OF
Company Secretaries of India
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)

For Any Query : UDIN@icsi.edu

To change / update the email and mobile number, please Click Here

UDIN F002851H001757571 has been generated successfully.
Kindly note that unutilized UDIN can only be revoked within 7 days.

Sandhya | M8778 | 7/1/26

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