



Filatex Fashions Ltd.

To,

Date: 27-05-2024

BSE Limited,
P.J, Towers, Dalal Street,
Mumbai – 400001
Scrip Code: 532022

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Symbol: FILATFASH

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2024 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

With reference to the subject cited, please find enclosed Annual Secretarial Compliance Report for the year ended 31.03.2024 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

This is for the kind information and records of the Exchange, please.

Thanking you.

Yours sincerely,
For Filatex Fashions Limited



Chintala Srinivasarao
Company Secretary & Compliance Officer.

Encl. as above

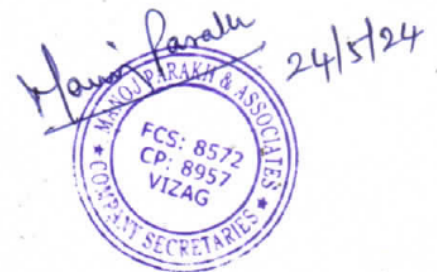


SECRETARIAL COMPLIANCE REPORT OF FILATEX FASHIONS LIMITED
FOR THE YEAR ENDED 31.03.2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **FILATEX FASHIONS LIMITED** (CIN: L51491TG1994PLC017158) (hereinafter referred as 'the listed entity'), having its Registered Office at D.No 1-80-40-SP-58-65, Shilpa Homes Layout, Gachibowli, K.V.Rangareddy, Seri Lingampally, Hyderabad - 500032, Telangana. 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, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **Manoj Parakh & Associates**, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **Filatex Fashions Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchange (BSE Limited),
- (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 31st March, 2024 ("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 during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; **Not Applicable during the year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the year under review.**
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.

and based on the above examination, we hereby report that, during the Review Period:



1.

A. The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there under wherever applicable, except in respect of matters specified below:

S. 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
1	Non-compliance with the constitution of audit committee	Regulation 18(1) of SEBI LODR Regulations	Non-compliance with the constitution of audit committee	BSE	Penalty Imposed.	Chairperson of the Audit Committee must be an independent director.	Rs. 1,62,480/-	The Company has inadvertently mentioned the Date of Appointment of Mr. Arun Sharma as Member in the Audit Committee as 08.09.2023 instead of 05.05.2023.	Mr. Vallam Setty Raghuram' was redesignated from Independent Director to Non-Executive Director and therefore he resigned as the Chairperson of the Audit Committee and continued as a member of the Audit Committee w.e.f. 08.09.2023. Further, Mr. Arun Sharma, independent Director was appointed as the Chairperson of the Audit Committee w.e.f. even date of 08.09.2023. Mr. Arun Sharma was earlier appointed as a member of the Audit Committee w.e.f. 05.05.2023 and was appointed as chairperson of the Audit Committee w.e.f. 08.09.2023. The Company has filed the report on Corporate Governance on 19.10.2023 wherein it was mentioned that Mr. Arun Sharma was appointed as Chairman but it was inadvertently omitted to mention that he continued as a member w.e.f. 05.05.2023. The said typographical error was rectified by filing a revised CG Report on 22.11.2023.	The Company has applied for waiver of fine on 07.12.2023 and the outcome of the same is awaited.



B. The listed entity has taken the following actions to comply with the observations made in previous reports:

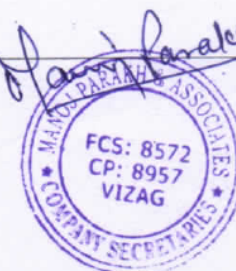
S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Filing of Related Party Transactions for the half year ended 31.03.2022	Regulation 23(9) of SEBI LODR Regulations	Delay in filing Related Party Transactions	BSE	Penalty Imposed.	The Company was required to file Related Party Transactions for the half year ended 31.03.2022 within the due date i.e. 14.06.2022, but the same was submitted with delay on 20.07.2022.	Rs. 2,06,500/-	The Company was required to file Related Party Transactions for the half year ended 31.03.2022 within the due date i.e. 14.06.2022, but the same was submitted with delay on 20.07.2022.	The Company has paid the penalty of Rs. 1,77,000/- on 25.07.2022	Penalty paid to BSE and shares of the promoters unfrozen for earlier non compliances
2	Filing of Limited Review Report for the quarter ended 30.06.2022	Regulation 33 of SEBI LODR Regulations	Delay in filing Limited Review Report	BSE	Penalty Imposed and shares of the promoters frozen	The Company was required to file Limited Review Report alongwith un audited financial results for the quarter ended 30.06.2022 within the due date i.e. 14.08.2022, but the same was submitted with delay on 21.09.2022.	Rs. 2,12,400/-	The Company was required to file Limited Review Report alongwith un audited financial results for the quarter ended 30.06.2022 within the due date i.e. 14.08.2022, but the same was submitted with delay on 21.09.2022.	The Company has paid the penalty on 23.09.2022	Penalty paid to BSE and shares of the promoters unfrozen.
3	Filing of Compliance Certificate under Reg. 7(3) of SEBI LODR for the Half year ended 31.03.2022	Regulation 7(3) of SEBI LODR Regulations	Non Filing of Compliance Certificate for the Half year ended 31.03.2022	--	--	The Company has not filed Compliance Certificate under Reg. 7(3) of SEBI LODR for the Half year ended 31.03.2022	--	The Company has not filed Compliance Certificate under Reg. 7(3) of SEBI LODR for the Half year ended 31.03.2022	--	--



24/5/24


2. 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		
	<p>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</p> <p>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</p> <p>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.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>--</p> <p>--</p> <p>--</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) 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</p>	<p>NA</p>	<p>NA</p>



	<p>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.</p> <p>b) 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.</p> <p>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.</p> <p>c) 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.</p> <p>II. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>
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	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.	NA	NA

3. We hereby report that, during the Review Period the compliance status of the listed entity is appended asbelow:

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 India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
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	Nil
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 governance reports under Regulation 27(2) are accurate and specific 	Yes	Nil

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	which re- directs to the relevant document(s)/ section of the website		
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	Nil
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	NA. The Company has a subsidiary Filatex Mines and Minerals Private Limited but it is not a material subsidiary.	Nil
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	Nil
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	Nil
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.	Yes NA	Nil NA



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	Nil
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	Nil
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	Nil
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil

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.

For Manoj Parakh & Associates

Manoj Parakh 24/5/24

Manoj Parakh
Proprietor
M.No.F8572, C.P.No.8957
UDIN: F008572F000440102
PR: 3439/2023

Place: Visakhapatnam
Date: 24.05.2024

