

Date: 29th May 2023

To,

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai – 400 001 SCRIP CODE: 543523	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 SYMBOL: CAMPUS
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Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2023

Dear Sir/Madam

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/CIR/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2023, issued by M/s ATG & Co., Company Secretaries (formerly known as Pooja Anand & Associates). The Report is also available on the website of the Company at www.campusactivewear.com

This is for your information and records.

Thanking you

Thanking You
For Campus Activewear Limited

Archana Maini
General Counsel & Company Secretary
Membership No. A16092
Address: D-1, Udyog Nagar,
Main Rohtak Road, New Delhi-110041

Secretarial Compliance Report of Campus Activewear Limited

for the year ended 31st March 2023,

To

The Board of Directors,

Campus Activewear Limited

(Formerly known as Campus Activewear Private Limited)

D-1, Udyog Nagar Main Rohtak Road

New Delhi 110041, India

We, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Campus Activewear Limited (Formerly known as Campus Activewear Private Limited) (hereinafter referred as the listed entity Campus/ the Company), having CIN : L74120DL2008PLC183629 and its Registered Office at D-1, Udyog Nagar Main Rohtak Road New Delhi 110041, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to 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, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, ATG & Co. (Formerly known as Pooja Anand & Associates) Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **Campus Activewear Limited**.
- 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 period covering from April 01, 2022, to March 31, 2023 ('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, and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder, and the Regulations, circulars, and 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 to the extent applicable, 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 to the listed entity during the period under review Period)
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993;
 - g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the listed entity during the period under review Period)
 - i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulation, 2021; (Not Applicable to the listed entity during the Review Period)
 - j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars /guidelines or issued thereunder;

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

- I. (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:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviation	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										

- b) 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.	Deviation	Action Taken	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										

- II. Compliance 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
	Compliances with the following conditions while appointing/ re-appointing an auditor	
1.	<ul style="list-style-type: none"> <li data-bbox="397 359 1044 506">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 <li data-bbox="397 548 1044 737">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 <li data-bbox="397 779 1044 1035">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. 	NA
2.	Other conditions relating to resignation of statutory auditor	
	<ul style="list-style-type: none"> <li data-bbox="397 1115 1044 1818">i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary** to the Audit Committee: <ul style="list-style-type: none"> <li data-bbox="511 1230 1044 1818">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 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. 	NA

	<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. 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 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 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 as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA
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 18 th October, 2019	NA

*** Campus AI Private Limited, Wholly Owned Subsidiary was Merged into the Company vide Hon'ble NCLT order dated 11.08.2022*

III. We hereby report that during the Review Period the compliance status of the listed entity is appended below:

Sr. No	Particulars	Compliance Status (Yes /No/NA)	Observations/ Remarks by PCS*
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1.	<u>Secretarial Standards:</u> We have conducted a review of the compliance of the listed entity in accordance with the applicable Secretarial Standards (SC) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
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 / committees, as may be applicable of the listed entity. • 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	-
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 which redirects to the relevant document(s) / section of the website. 	Yes	-
4.	<u>Disqualification of Director:</u> None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	<u>Details related to subsidiaries of the listed entity:</u> <ul style="list-style-type: none"> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries 	Yes	Campus AI Private Limited, Wholly Owned Subsidiary was Merged into the Company vide Hon'ble NCLT order dated

			11.08.2022
6.	<p><u>Preservation of Documents:</u> As per the confirmations given by the listed entity, and on our test check basis, it 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 Listing Regulations.</p>	Yes	
7.	<p><u>Performance Evaluation:</u> This listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>b) In case no prior approval obtained, the listed entity shall provide reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit committee.</p>	Yes NA	
9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule of Listing Regulations within the time limits prescribed thereunder</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition OF Insider Trading) Regulations, 2015</p>	Yes	

11.	<u>No Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	No Action taken By SEBI or Stock Exchange
12.	<u>No Additional Non-compliance, if any:</u> No any additional non- compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No Action taken By SEBI or Stock Exchange

IV. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

V. The list of all observations in the reports pertaining to the periods prior to the previous financial year in case the entity has not taken sufficient steps to address the concerns raised/ observations. NA

Note: *The Company has obtained the listing approval from BSE Limited vide notice no. 20220506-34 and from National Stock Exchange of India Ltd. vide circular reference no. 0545/2022, both dated 06/05/2022, with effect from 09th May, 2022.

Assumptions & Limitation of Scope and Review:

1. The compliance of the Corporate and other applicable laws, rules, regulations, standards are the responsibility of the management, our examination was limited to the verification of the procedures.
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 Company. Further, we have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

4. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
5. 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 ATG & Co.
(Formerly Known as Pooja Anand &
Associates)
Company Secretaries
Firm Registration No. P2003DE054000
PR No.: 1391/2021**

**Mukul
Tyagi**

Digitally signed by Mukul Tyagi
DN: cn=Mukul Tyagi,
2.5.4.20=66b28d1c574e13af3998a936
580231af65c9794d66049f18a81e3a
2345, postalCode=201 001,
street=Chakrabarti,
serialNumber=756995588052429482a4
4d8b23a24,
serialNumber=5860260595330747d7d
233c75d700022832289945c3b49a136
8800857dc, o=Personal, cn=Mukul Tyagi
Date: 2023.05.29 14:28:36 +05'30'

**Mukul Tyagi
Partner
M. No.: F9973
CP No.: 16631
UDIN: F009973E000401364
Date: 28th May, 2023**