

MANOMAY TEX INDIA LIMITED  
REGD. OFF. :- 32, HEERA PANNA MARKET  
PUR ROAD, BHILWARA - 311001 (RAJ)

CIN : L18101RJ2009PLC028647  
Mail Id : ykladdha@hotmail.com  
Contact No. : 01482-246983  
Website: www.manomaytexindia.com

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MTIL/BSE/NSE/2023-24

Date: 27.05.2023

To,

**BSE Limited**  
**Department of Corporate Services**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
**Mumbai- 400001**

**National Stock Exchange of India Limited**  
**Listing & Compliance Department**  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra  
**Mumbai- 400051**

**BSE Scrip ID: MTIL**  
**BSE Scrip Code: 540396**  
**ISIN: - INE784W01015**

**Company ID - MANOMAY**

**Subject: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023**

**Dear Madam, Sirs,**

With reference to the captioned subject, please find enclosed Annual Secretarial Compliance Report of the Company for the financial year 2022-2023 issued by **M/s Avinash Nolkha & Associates**, Practicing Company Secretaries, Bhilwara, ICSI Membership No. FCS - 10586, Certificate of Practice No. 13885, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019.

Request you to take the same in your records.

Thanking You,

**For: Manomay Tex India Limited**

**YOGESH**  
**LADDHA**

**Yogesh Laddha**  
**Managing Director**  
**DIN: - 02398508**

**Encl: - a/a**

**AS**  
**AVINASH NOLKHA & ASSOCIATES**  
COMPANY SECRETARIES

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**Secretarial Compliance Report**

of

**Manomay Tex India Limited**

**For the yearended March 31, 2023**

Secretarial Compliance Report of **Manomay Tex India Limited** for the financial year ended 31.03.2023. I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Manomay Tex India Limited (hereinafter referred as 'the listed entity'), having its Registered Office at **32, HEERA PANNA MERKET, PUR ROAD BHILWARA RJ 311001 IN** Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/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, I hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

**I/We M/s Avinash Nolkha & Associates, Practicing Company Secretaries** have examined:

- (a) All the documents and records made available to us and explanation provided by **Manomay Tex India 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 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, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, 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





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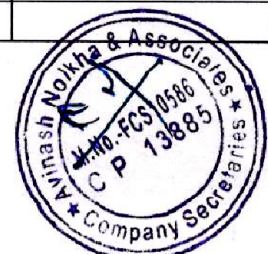
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- Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Listed entity during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Listed entity during the Review Period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Listed entity during the Review Period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with Client;
- (i) Other regulations as applicable.
- And circulars/guidelines issued there under;

And based on the above examination and Considering the relaxations granted by the Ministry of Corporate Affair and Securities and Exchange board of India warranted due to the Spread of the COVID-19 Pandemic, we hereby report that, during the Review Period the Compliance as below:

(1)

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1.	<b>Secretarial Standards:</b> The Compliance 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.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	---
3.	<b>Maintenance and disclosures on Website:</b>	Yes	





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	<ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/ information under a separate section on the website</li><li>• 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</li></ul>		
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	---
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t. :</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	The Listed Entity does not have any subsidiaries
6.	<b>Preservation of Documents:</b> 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	---
7.	<b>Performance Evaluation:</b> 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	Yes	---
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	---
	(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.	The Company has obtained the prior Approval of the Audit Committee for all Related Party transactions.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within	Yes	---





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	the time limits prescribed thereunder.		
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	---
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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	There were two Action taken by BSE Limited. 1. Regulation 17(1) <b>Quarter ended September 2022</b> Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director. 2. Regulation 17(1) <b>Quarter ended December 2022</b> Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.
12.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	N.A.	There was no non-Compliance observed in the listed entity

(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 18<sup>th</sup> 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 ii. If the auditor has resigned after 45 days from the end of a quarter of a	N.A.	<b>Not Applicable as there was no Resignation of Statutory auditor in the listed entity during the review period.</b>





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	<p>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>		
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation 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.</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. 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 as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>	N.A.	<b>Not Applicable as there was no Resignation of Statutory auditor in the listed entity during the review period.</b>





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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.	The Listed Entity does not have any material subsidiary.	The Listed Entity does not have any material subsidiary.
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(3) The listed entity has complied with the provision of the above Regulation and Circulars/ guidelines issued thereunder except in respect of the 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
1.	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Regulation 17(1) For the quarter ended September 2022 (Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020)	Quarter ended September 2022  Half of the Board was not Non-Executive [Regulation 17]	BSE Limited	Fine	Half of the Board was not Non-Executive [Regulation 17]  (Two Independent director(s) have not been appointed on the board.)	5,42,800	It is Observed that Company has Appointed Two Additional Independent Director (Independent) on board on 05.12.2022 and company Also Applied for waiver Process under BSE Limited.	Company was migrated from the BSE SME Platform to Mainboard of BSE Limited and NSE Limited on 18/01/2023. Before Migration (Regulation 17 to 27 Not Applicable to SME Companies) *Company Also Complied Regulation 17(1) on 05.12.2022	Company Applied for waiver Process under BSE Limited.
2.	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Regulation 17(1) For the quarter ended December 2022 (Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020)	Quarter ended December 2022  Half of the Board was not Non-Executive [Regulation 17]	BSE Limited	Fine	Half of the Board was not Non-Executive [Regulation 17]  (Two Independent director(s) have not been appointed on the board.)	3,83,500	It is Observed that Company has Appointed Two Additional Independent Director (Independent) on board on 05.12.2022 and company Also Received waiver from BSE Limited on 26.04.2023.	Company was migrated from the BSE SME Platform to Mainboard of BSE Limited and NSE Limited on 18/01/2023. Before Migration (Regulation 17 to 27 Not Applicable to SME Companies) *Company Also Complied Regulation 17(1) on 05.12.2022	Withdrawn of fines By BSE Limited on 26.04.2023.

(a) The listed entity has taken the Following actions to comply with the observations made in previous reports: **Not Applicable, as there being no observation in previous reports.**

**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



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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 AVINASH NOLKHA & ASSOCIATES**  
Practicing Company Secretary



**AVINASH NOLKHA**  
(Proprietor)

**Date: 23.05.2023**

**Place: Bhilwara**

**COP No.: 13885**

**Membership No. : F10586**

**UDIN: F010586E000361178**

**Peer Review No. 2753/2022**