



FASHIONS LIMITED

A Govt. Recognised Export House

Men's fashion technology

To,
General Manager
Department of Corporate Services
BSE Limited
24th Floor, PJ Tower
Dalal Street
Mumbai

Date: 30-05-2022

Scrip Code: 521206

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2021-2022

Dear Sir/Madam,

In terms of Clause 3(b) (iii) of SEBI Circular No. CIR/CFD/CMD 1/27 /2019 dated 8th February 2019; we are attaching herewith the Annual Secretarial Compliance Report for the Year ended March 31st 2022 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of "Samtex Fashions Limited"

We request you to take the above information on record.

With Best Regards,

For & on behalf of the Board
For FASHIONS LIMITED



Amit Mittal
Chairman & Managing Director
(DIN: 00223366)

Encl: as above

DEEPAK KUKREJA & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF SAMTEX FASHION LIMITED FOR THE YEAR ENDED MARCH 31, 2022

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have examined:

- All the documents and records made available to us and explanation provided by **Samtex Fashion Limited-L17112UPI993PLC022479** ("the Listed entity" -hereinafter called "the Company") having its Registered Office at Khasra No 62 D 1/3 Industrial Area Rajarampur, Sikandrabad, Bulandshahr, U.P.- 203205.
- the filings/ submissions made by the company to the stock exchanges,
- website of the company,
- Management Representation letter and other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; [hereinafter referred as "SEBI LODR"]
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; [hereinafter referred as "SEBI PIT Regulations"]
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Review Period)**;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Review Period)**;
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Review Period)**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period)**;



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

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 5(2) of SEBI PIT Regulations.	During the year review period it is found that ,1078 shares were sold from the demat account of Mr. Rahul Mittal, promoter of the Company during the period in which Trading window of the company was closed for insiders	<i>It is observed that 1078 shares were sold for Rs.1282.31 (net value) from the demat account of Mr. Rahul Mittal, promoter of the Company during the period in which Trading window of the company was closed for insiders. Further as informed by the Company with supported documents, Mr. Rahul Mittal, promoter of the Company had not instructed or authorized any person to sell the above said shares, however there was debit balance of Rs.1397.50 in the ledger account of Mr. Rahul Mittal and to recover that IIFL Securities Limited had sold 1078 shares @ per 1.25 per share from the account of Mr. Rahul Mittal.</i>

- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.



1.	BSE	Non compliance of Regulation 33 of SEBI LODR for Submission of Financial Results for Quarter ended 30th June, 2021.	BSE has levied a fine of Rs. 53,100/- vide its email dated 14.09.2021.	It is observed that the Company has submitted the Limited Review Report for the quarter ended June 30, 2021 in time, however as per information available, while submitting Limited Review report there was typographical error in the heading and the heading was mentioned as Standalone & Consolidated Auditors Report instead of Standalone & Limited Review Report. The Company had represented the matter and made request to BSE for waiver of fine imposed by BSE. BSE after considering the request BSE vide its e-mail dated February 23, 2022 waived the fine.
2.	BSE	Non compliance of Regulation 33 of SEBI LODR for Submission of Financial Results for Quarter ended 30 th September, 2021.	BSE has levied a fine of Rs.41,300/- vide its email dated 14.12.2021.	It is observed that the Company has submitted the Limited Review Report for the quarter ended September 30, 2021 within prescribed time, however as per information available, while submitting Limited Review



				<p>report there was typographical error in the heading and the heading was mentioned as Standalone & Consolidated Limited Review Report for the quarter ended June instead of September. The company has represented the made matter and made request to BSE for waiver of fine as imposed by BSE. However, as on date of this report, as informed by the Company, no response has been received from the BSE in this respect.</p>
3.	BSE	Non Compliance of Regulation 31A(3)(a) of SEBI (LODR) pertaining to delay in submission of reclassification application of any person as promoter or PublictoBSE.	BSE has levied a fine of Rs.18,99,800 /- vide its email dated 14.12.2021.	The company has made request to BSE for waiver of fine as imposed by BSE. As on the date of this report,as informed no response has been received from the BSE.



d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>The Company doesn't have a qualified company secretary as compliance officer of the company from 18.10.2019 to 30.07.2020. However Ms. Anushika Mishra was appointed as Company secretary of the company w.e.f 31.07.2020.</p>	<p>The Company has appointed CS Anushika Mishra as compliance officer of the company w.e.f 31.07.2020.</p>	<p>No further action required.</p>
2	<p>It is observed that the company has not filed disclosures of related party transactions on a consolidated basis in the format specified in the relevant accounting standards for annual results to the stock exchange for the half years ended on March 31, 2020 & also there was delay in submitting of disclosure for the half year ended September 30, 2020.</p> <p>BSE vide its email dated 18.01.2021 had imposed fine of Rs. 212400/- including GST for non compliance of Regulation 23(9) for the half year end September 30, 2020 and subsequently on the request of the Company, the fined was waived.</p>	<p>The company has made request to BSE for waiver of fine imposed by it which was considered and approved by the BSE.</p>	<p>No further action required.</p>
3	<p>It is observed that the company has not made following disclosures to the Stock exchanges:</p> <p>i) The minutes of the board meeting dated 30.11.2020 considering request received from Mr. Suraj Gupta for re-classification as Promoter to Public shareholder.</p> <p>ii) submission of application to the stock exchanges seeking re-classification.</p> <p>However, the Company has annexed the said application</p>	<p>The Company has filed the application for reclassification along with the Reclassification fee to BSE on 17.12.2021.</p>	<p>The Company has filed application for the reclassification on 17.12.2021 which were earlier annexed with the outcome of the shareholders meeting dated 27.01.2021 along with the requisite fee.</p> <p>BSE has levied a fine of Rs. 18,99,800 /- vide its email dated 14.01.2022 pertaining to delay in submission of reclassification application</p>



	with the disclosure of outcome of shareholders meeting dated 27.01.2021 in which re-classification was approved and the minutes of the Board meeting was sent through email dated 22.06.2021.		<i>to stock exchanges and</i> subsequently the company has made representation to BSE for waiver of fine and also sent reminders to waive the fine imposed. As on the date of this report, as informed no response has been received from the BSE in this respect.
4	<i>The trading for insiders has been closed for the period less than the period specified in Regulation 5(2).</i>	The Company has complied the regulation subsequently for the closure of trading window for the Financial Year ended March 31, 2022.	No further action required.

DATE: 27.05.2022
PLACE: New Delhi
UDIN:F004140D000404892



For DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES

DEEPAK KUKREJA
FCS, I.P., LL. B, ACIS(UK), B.Com.
FCS NO.: 4140
CP NO.:8265
Peer Review No. 557/2017