

**Date: 23.05.2023**

To,  
**General Manager**  
Department of Corporate Services  
BSE Limited  
24<sup>th</sup> Floor, P.J Towers,  
Dalal Street, Mumbai-400001

**Scrip Code: 521206**

**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2023**

**Sir/ Madam,**

In terms of Clause 3(b) (iii) of SEBI Circular No. CIR/CFD/CMD 1/27 /2019 dated 8<sup>th</sup> February 2019; we are attaching herewith the Annual Secretarial Compliance Report for the Year ended March 31<sup>st</sup> 2023 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Samtex Fashions Limited"

Kindly take the same on your record.

Thanking You

**For SAMTEX FASHIONS LIMITED**

**Anushika Mishra**  
Company Secretary  
(ACS-59065)

**Encl: as above**

# DEEPAK KUKREJA & ASSOCIATES

## C O M P A N Y S E C R E T A R I E S

### SECRETARIAL COMPLIANCE REPORT OF SAMTEX FASHIONS LIMITED

FOR THE YEAR ENDED MARCH 31, 2023

[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 8<sup>th</sup> February, 2019]

We have examined:

- a) all the documents and records made available to us and explanation provided by **Samtex Fashions Limited (CIN:L17112UP1993PLC022479)** ("the Listed Entity" -hereinafter called "**the company**") having its Registered Office at Khasra No 62 D 1/3 Industrial Area Raja Rampur Sikandrabad Bulandshahr UP 203205
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- 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 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 (herein after referred as "**SEBI LODR**");
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (herein after referred as "**SEBI PIT REGULATIONS**");
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the review period**)
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the review period**)
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during the review period**)



- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(Not applicable to the Company during the review period);and
- (i) Securities and Exchange Board of India(Issue and Listing of Non-Convertible Securities) Regulations,2021(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 in **Annexure A**.
- b) The Company has taken the following actions to comply with the observations made in previous reports: **Annexure B**
- c) 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;(Not Applicable, as there was no resignation of Statutory Auditors during the review period)
- d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<b><u>Secretarial Standard</u></b>  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	NIL
2	<b><u>Adoption and timely updation of the Policies:</u></b>		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	NIL
	• 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	NIL
3.	<b><u>Maintenance and disclosures on Website:</u></b>		
	• The Listed entity is maintaining a functional website.	YES	NIL
	• Timely dissemination of the documents/ information under a separate section on the website.	YES	NIL
	• Web-links provided in annual	YES	NIL



	corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.		
4.	<b><u>Disqualification of Director</u></b>  None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<b><u>To examine details related to Subsidiaries of listed entities</u></b>		
	<ul style="list-style-type: none"> <li>• Identification of material subsidiary companies.</li> </ul>	NA	The Company has no material subsidiary.
	<ul style="list-style-type: none"> <li>• Requirement with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES	NIL
6.	<b><u>Preservation of Documents:</u></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	NIL
7.	<b><u>Performance Evaluation:</u></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	NIL
8.	<b><u>Related Party Transactions:</u></b>		
	<ul style="list-style-type: none"> <li>• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction.</li> </ul>	YES	NIL
	<ul style="list-style-type: none"> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee.</li> </ul>	NA	As per the information made available, the Company has not entered into any transaction(s) with its related party.
9.	<b><u>DISCLOSURE OF EVENTS OR INFORMATION:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	NIL
10.	<b><u>PROHIBITION OF INSIDER TRADING:</u></b>	YES	NIL



	The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any</u></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".	NO	Refer Annexure "A" attached with this report.
12.	<b><u>Additional Non-compliances, if any:</u></b> No any additional noncompliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil

Date: 20.05.2023  
Place: New Delhi  
UDIN:F004140E000344205



For DEEPAK KUKREJA & ASSOCIATES  
COMPANY SECRETARIES

(DEEPAK KUKREJA)  
FCS, I.P., LL. B, ACIS(UK), B.Com.  
PROPREITOR  
CP No. 8265  
FCS No. 4140  
Peer Review No. 2667/2022

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action i.e. Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.	Annexure A				
						Details of Violation	Fine Amount (In Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit annual audited standalone financial results to the Stock exchanges for the financial year, within 60 days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications applicable only for audit report with modified opinion.	Regulation 33(d) of SEBI LODR	Delay in submission of annual audited Financial Results for the Financial Year ended March 31, 2022.	BSE Limited ("BSE")	Fine levied	The audited financial Results for the financial year ended March 31, 2022 were approved by the Board in its meeting held on May 30, 2022 and the said audited financial Results were submitted to Stock Exchange on June 08, 2022 leading to a delay of 9 days in the submitting the aforesaid audited financial results which is in violation of regulation 33(d) of SEBI LODR.	53,100/- (inclusive of 18% GST)	There was a delay of 9 days by the Company in submission of its audited financial Results for the financial year ended March 31, 2022 with the Stock Exchange. Hence there is non compliance of the provisions of regulation 33(d) of SEBI LODR. The BSE have levied a fine of Rs. 53,100/- (inclusive of 18% GST) on the Company for the aforesaid non compliance.	There was inadvertent delay of 9 days under regulation 33(d) in submission of annual audited Financial Results for the Financial Year ended March 31, 2022 to the BSE. The fine levied by the BSE has been duly paid by the Company.	NIL



Annexure B										
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action i.e. Advisory/ Clarification	Details of Violation	Fine Amount (in Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.	Regulation 9(1) of SEBI PIT read with schedule B of SEBI PIT	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.	NIL	NIL	Mr. Rahul Mittal, promoter of the Company sold his 1078 shares from his demat account during the period in which Trading window of the company was closed for insiders in accordance with the Regulation 9(1) of SEBI PIT read with schedule B of SEBI PIT.	NIL	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.	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.	NIL

