



FASHIONS LIMITED
A Govt. Recognised Export House

Men's fashion technology

Date: 29.05.2019

To,

BSE Limited
P.J Towers,
Dalal Street, Mumbai-400001

Scrip Code: 521206

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Sir,

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2019 under Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019.

Kindly take the same on your record.

Thanking You

For SAMTEX FASHIONS LIMITED


Kamini Gupta
Company secretary & GM Finance

Encl: as above

SECRETARIAL COMPLIANCE REPORT OF SAMTEX FASHIONS LIMITED
FOR THE YEAR ENDED MARCH 31, 2019

We have examined:

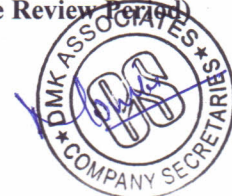
- a) all the documents and records made available to us and explanation provided by **Samtex Fashion Limited** ("the Listed entity" -hereinafter called "the Company") having its Registered Office at Plot No.163, Udyog Vihar, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201308,
- b) the filings/ 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, 2019 ("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; **(Not applicable to the Company during the Review Period)**
- (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 Company during the Review Period)**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not applicable to the Company during the Review Period)**



(g) 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);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018and circulars/ guidelines issued thereunder;

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

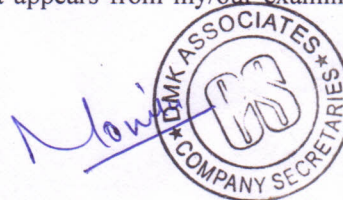
a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which state that the Board of Directors shall have atleast one women director.	The company does not have proper composition of board of directors with atleast one women director.	<p>Mrs. Malini Gupta has resigned on August 8, 2018 and as per the Rule 3 of the Companies (Qualifications of Directors) Rules, 2014 any intermittent vacancy of the women director shall be filled by the Board at the earliest but not later than the immediate next board meeting or three months form the date of such vacancy, whichever is later. The immediate next Board meeting of the company was held on August 28, 2018 in which no women director was appointed.</p> <p>Later, Mrs. Arti Shrivastava was appointed in the Board Meeting held on November 14, 2018 and her appointment was effective from November 14, 2018.</p> <p><i>Therefore, it is observed that there was a delay of five days in appointment of women director.</i></p>
2.	Regulation 33(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which states that the listed entity is required to submit its quarterly	The company has not filed the unaudited financial results for the quarter ended June 30, 2018 within the period prescribed under this regulation i.e. by August	<i>It is observed that financial statements for the quarter ended June 30, 2018 is lately filed on August 28, 2018.</i>



	Financial Result within 45 days from end of each quarter.	15, 2018.	
3.	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 according to which the listed entity shall disseminate the information as provided under this regulation on its Website	The company has not disclosed certain information as required to be posted on its Website: -	<i>It is observed that, the company has complied with Regulation 46 except the following: Separate audited financial statements of M/s SSA International Limited and Arlin Foods Limited, subsidiaries Companies for the Financial Year ended March 31, 2018. has not been uploaded on the Company website.</i>
4.	As per Regulation 33(2)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ,while placing the quarterly financial results before the board of directors, the chief executive officer and chief financial officer of the listed entity shall certify that the financial results do not contain any false or misleading statements or figures and do not omit any material fact.	The certificate has been obtained from Mr. Atul Mittal a in the capacity of Managing Director and Chief Financial Officer (CFO).	As per regulation 33(2)(a) of SEBI (LODR), the CEO and CFO of the company shall certify that the financial results do not contain any false or misleading statements or figures and do not omit any material fact., <i>however it is observed that said certificate has been obtained from Mr. Atul Mittal as Managing Director and Chief Financial Officer of the Company.</i>
5.	As per Regulation 19(1)(a) of SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 , the Nomination and Remuneration Committee shall comprise of atleast three non-executive directors.	The composition of Nomination & Remuneration Committee was not in accordance with the provisions of Regulation 19 of SEBI (LODR) 2015 after the resignation of Mrs. ShubhraBhambri& Mrs. Malini Gupta.	<i>It is observed that due to the resignation of Mrs. Shubhra Bhambri the composition of Nomination & Remuneration committee was not as per SEBI (LODR)2015 from 11.04.2018 till 04.06.2018 and due to the resignation of Mrs. Malini Gupta the composition of Nomination & Remuneration committee was not as per SEBI (LODR)2015from 10.08.2018 till 13.11.2018.</i>

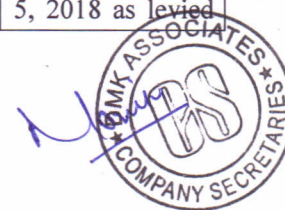
- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



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 Limited	Regulation 33 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015- Late submission of the financial result for the quarter ended June 30, 2018.	BSE Limited has levied a fine of Rs.70,000/- (Rs.5000/- per day) along with GST of Rs.12,600/- dated 31.08.2018)	The company has submitted the financial result for the quarter ended June 30, 2018 on August 28, 2018 after a delay of 14 days. The company has paid the penalty of Rs.82,600/- on 25/09/2018 as levied by BSE vide its letter dated 31.08.2018.
2.	BSE Limited	Regulation 17(1) of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015- Non-compliance with the requirement pertaining to the composition of the board including failure to appoint women director	BSE Limited has levied a fine of Rs.25,000/- (Rs.5000/- per day) along with GST of Rs.4500/-dated 31.01.2019 .	The company has appointed Mrs. Arti Srivastava as women director on November 11,2018 which is to be appointed at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later. There was a delay in appointment of woman director for five days. The company has paid the fine on April 5, 2018 as levied



				by BSE vide its letter dated 31.01.2019.
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d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable*				

**This being the first year of submission of this Report, therefore observation of previous years not applicable.*

Place: New Delhi
Date: 29/05/2019

FOR DMK ASSOCIATES
COMPANY SECRETARIES



Monika
MONIKA KOHLI,
PARTNER
FCS No.:5480
C P No.:4936