

Date- 03.12.2020

To,
The Manager
Department of Corporate Relations,
The Stock Exchange Mumbai
Phiroze Jeejeebhoy Tower,
Dalal Street
Mumbai-400001
Dear Sir/ Madam,\

Scrip Code- 521206

Sub: Notice of 27th Annual General Meeting scheduled to be held on 30 December 2020

The Company had informed regarding the 27th Annual General Meeting ("AGM"), which is scheduled to be held on Wednesday, 30th December 2020 at 11:30 A.M , through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), in this regard please find enclosed herewith Notice of AGM.

The aforesaid Notice is also being uploaded on the Company's website www.samtexfashions.com

Kindly take the above information on record.

Thanking You,

Yours faithfully,

For Samtex Fashions Limited

Anushika Mishra

Anushika Mishra
Company Secretary
(Membership No. ACS-59065)

Encl.: As Above

**NOTICE**

NOTICE is hereby given that the 27th Annual General Meeting ("AGM") of the Members of SAMTEX FASHIONS LIMITED will be held on Wednesday, 30th December, 2020 at 11:30 A.M. Indian Standard Time (IST) through Video Conferencing or Other Audio Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 March 2020, together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Atul Mittal (DIN 00223366), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS**3. Change in Registered Office of the Company**

To consider and if thought it, to pass with or without modification, the following Resolution as a **Special Resolution**

"Resolved That pursuant to the provision of section 12 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules 2014, consent of members of the Company be and hereby accorded to shift the Registered office of the Company from Plot no. 163, Udyog Vihar Greater Noida Gautam Buddha Nagar UP 201308 to Khasra No. 60,D1/3, Industrial Area, Rajarampur, Sikandrabad, Bulandshahr -203205, UP with effect from 5TH January, 2021.

RESOLVED FURTHER THAT, Mr Atul Mittal (DIN 00223366) Chairman & Managing director of the company be and hereby authorized to sign, execute any deed, documents and file with the Registrar of Companies, the required e-forms, and any other Statutory body or if required verification of situation of the registered office of the Company.

4. Reclassification of Promoter from Promoter to Public Category

To consider and if thought fit, to pass the following resolution with or without modifications as an **Ordinary Resolutions**

"Resolved That in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify Mr. Suraj Gupta forming part of the Promoter Group from 'Promoter/Promoter Group Category' to 'Public Category'.

S. No	Name of Promoter	Number of Shares held	Percentage of total Share/voting Capital
1.	Suraj Gupta	100000	0.13%

"Resolved Further That re-classification of Promoter as public shareholders shall be subject to the following conditions:

- Such Promoter shall not directly or indirectly exercise control over the affairs of the entity.
- Increase in the level of public shareholding pursuant to re-classification of Promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of Regulation 38 of SEBI (LODR) Regulations, 2015.
- The event of re-classification shall be disclosed to the Stock Exchanges as a material event in accordance with the provisions of these regulations.
- Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing Promoter or its person acting in concert."



"Resolved Further that the applicant seeking re classification shall not:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;
- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the Board of Directors (including not having a Nominee Director) of the Company;
- (v) act as a key managerial person in the Company;
- (vi) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) be a fugitive economic offender.

"Resolved Further That after such reclassification following shall be the Promoters of the Company:

S. No	Name of the Shareholders	Number of shares held	Percentage of paid up share capital
1	Amit Mittal	2550000	3.42
2	Anju Mittal	5500	0.01
3	Atul Mittal	2600000	3.49
4	Gautam Aggarwal	125000	0.17
5	Inder Sain Bansal	125000	0.17
6	Kanika Mittal	500000	0.67
7	Karan Mittal	2589785	3.48
8	Naveen Mittal	2690005	3.61
9	Neena Mittal	385500	0.52
10	Neha Mittal	2075000	2.79
11	Pooja Mittal	2500000	3.36
12	Rahul Mittal	2088502	2.80
13	Rama Mittal	1693750	2.27
14	Rita Mittal	4360150	5.85
15	Sahil Mittal	500000	0.67
16	Sanjeev Mittal	2506000	3.36
17	Saurabh Mittal	500000	0.67
18	Sujata Mittal	1800000	2.42
19	Sunil Mittal	110500	0.15
20	SushmaBansal	125000	0.17
21	Vinay Mittal	1060500	1.42
22	Anubhav Mittal	3197500	4.29
23	Nitika Mittal	2500000	3.36
	Total	3,65,87,692	49.115%

"Resolved Further That on approval of the SEBI Board/ Stock Exchanges upon application for re-classification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to 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, and other applicable provisions."

SAMTEX FASHIONS LIMITED



"Resolved Further That Mr. Atul Mittal (00223366) Chairman and Managing Director and Ms. Anushika Mishra, Company Secretary of the Company, be and is hereby severally authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution."

By order of the Board
For SAMTEX FASHIONS LIMITED

Date: 30.11.2020
Place: New Delhi

Anushika Mishra

ANUSHIKA MISHRA
Company Secretary
ACS-59065

REGISTERED OFFICE & WORK

Plot No. 163, Udyog Vihar M. No.
Greater Noida,
Gautam Buddha Nagar,
Uttar Pradesh- 201308
Email: -samtex.complaine@gmail.com
Website: [-www.samtexfashions.com](http://www.samtexfashions.com)
CIN: L17112UP1993PLC022479

Notes:

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out under Item No. 3 and 4 of the above notice is annexed hereto.
2. Electronic copy of all documents referred to the accompanying Notice of the 27th AGM including Statutory Registers maintained under Section 170 and Section 189 of the Companies Act, 2013, will be available for inspection by the Members in electronic mode on the website of the Company at www.samtexfashions.com.
3. In view of the massive outbreak of the COVID-19 pandemic and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Annual General Meeting ('AGM') through VC/OAVM and dispensed the personal presence of the Members at the meeting. Accordingly, the MCA vide its General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 20/2020 dated 05 May 2020 (collectively referred to as 'MCA Circulars') and other applicable Circulars issued by Securities and Exchange Board of India (SEBI), has prescribed the procedures and manner of conducting the AGM through VC/OAVM (facility without the physical presence of the Members at a common venue). In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (as amended) read with MCA Circulars, the 27th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note No. 23 and also available on the website of the Company at www.samtexfashions.com.
4. In line with the various circulars of MCA read with SEBI circular dated 12 May 2020, the Notice of AGM along with Annual Report 2019-2020 is being sent only through electronic mode to those Members whose valid e-mail addresses are registered with the Company/ Depositories. Member may note that Notice of AGM and Annual Report for the year 2019-2020 has been uploaded on the website of the Company at www.samtexfashions.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
5. Instructions for the Members whose e-mail IDs are not registered with the Company or with the Depositories
 - (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.

SAMTEX FASHIONS LIMITED



- (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to beetalrta@gmail.com.
- (iii) The RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.
6. The deemed venue for 27th AGM shall be the Registered Office of the Company i.e. Plot No 163, Udyog Vihar, Greater Noida, Gautam Buddha Nagar, UP -201308 and the proceedings of the AGM shall be deemed to be made thereat.
7. Pursuant to the Circular No. 14/2020 dated 08 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Detailed procedure to participate and to cast vote has explained at Instructions for E-voting section.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th December 2020 to Wednesday, 30th December, 2020 (both days inclusive) for the purpose of AGM.
10. Members holding shares in electronic form are requested to intimate all changes pertaining to their nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Beetal Financial Services Limited, Registrars and Share Transfer Agent (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.
11. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.
12. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.
13. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA. The Equity Shares of the Company are listed on the following Stock Exchange:-

Stock Exchange

BSE Limited 24th Floor
PJ Towers,
Dalal Street, Mumbai-400 001
Website: www.bseindia.com
Scribe Code: 521206

The Company has paid the Annual Listing Fees for the financial year 2019-2020 to the BSE Limited.

The Company has paid Annual Custodial Fees for the financial year 2019-2020 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated 08 April 2020, 13 April 2020 and 05 May 2020, the Company is providing facility of remote e-voting to



its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

16. The Company has appointed Mr. Deepak Kukreja, M/s Deepak Kukreja & Associates to act as scrutinizer for conducting the scrutiny of the votes casted at AGM (e-voting as well as by Remote E-voting).
17. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
18. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.samtexfashions.com and on the website of CDSL at www.evotingindia.com, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
19. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.samtexfashions.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency providing Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
21. **CDSL INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-**
 - (i) The voting period begins on 27th December, 2020 (09.00 A.M.) and ends on 29th December, 2020 (05.00 P.M.) During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23 December 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should log on to the CDSL e-voting website www.evotingindia.com.
 - (iii) The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
 - (iv) Click on "Shareholders" module.
 - (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company

OR

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.



- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric</p> <p>*PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <p>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 22. Process for those Shareholders whose e-mail addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
1. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to **Company/RTA e-mail Id**.
 2. For Demat Shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN



(self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA e-mail id.

3. The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned Shareholders.

23. Instructions for Shareholders attending the AGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by 26 December 2020, mentioning their name, demat account number/folio number, e-mail id, mobile number at samtex.compliance@gmail.com The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by 23 December 2020, mentioning their name, demat account number/folio number, e-mail id, mobile number at samtex.compliance@gmail.com. These queries will be replied to by the Company suitably by e-mail.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

24. Instructions for Shareholders for e-voting during the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

1. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 6. Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority Letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; samtex.compliance@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (25) If you have any queries or issues regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call on (+91-22-23058738), (+91-22-23058543), (+91-22-23058542).
- (26) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400 013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on +91-22-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE

ITEM 3

The Board of the Directors with a view to improve the operational efficiency of the Company, proposes to shift the registered office of the company from Plot no. 163, Udyog Vihar Greater Noida Gautam Buddha Nagar UP 201308 to Khasra No. 60,D1/3, Industrial Area, Rajarampur, Sikandrabad, Bulandshahr -203205, UP with effect from 5TH January, 2021.

In accordance with the provisions of section 12(5) of the Companies Act, 2013, except on the authority of a Special Resolution passed by the Company, the registered office of the company shall not be changed outside the local limits of any city, town or village where such office is situated.

Accordingly, consent of members of the Company is sought for passing special resolution as set out at Item No. 3 of the Notice.

None of the Directors and the Key Managerial Person of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution of Item No. 3

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval of the members by way of Special Resolution

ITEM NO. 4

Re-classification of Persons/ Entities forming part of the Promoter Group from 'Promoter and Promoter Group Category' To 'Public Category'

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to "Listing Regulations, 2015", effective from December, 2015 has provided a regulatory mechanism for Re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein

In this regard, the Company has received applications from Mr Suraj Gupta pursuant to Regulations, 31 A of the Listing Regulations 2015 to re-classifying him under the Public Category since their names have been included as a part of the Promoter group.

The above referred promoter is not associated with the company for about 20 years and he does not directly or indirectly exercise control, over the affairs of the Company. He is also not holding any post of the Key Managerial Personnel in the Company. He does not have any special rights through formal or informal; arrangements with the Company or Promoters or any person/ corporate in the Promoter Group.

In View of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of the Directors of the Company at their meeting held on 30th November 2020, have approved the applications for Re-classification received by the

SAMTEX FASHIONS LIMITED



Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange(s) based on declaration received from the Mr. Suraj Gupta.

His shareholding does not exceed 1% of the total Share Capital of the Company.

Further, as per Rule 19A of the Securities Contracts (Regulations) Rules, 1957, the public shareholding as on the date of the Notice fulfills the minimum Public Shareholding requirement of at least 25% and the processed Re-classification does not intend to increase the Public Shareholding to achieve compliance with the minimum Public Shareholding requirement.

None of the Directors and the Key Managerial Person of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution of Item No. 4

Promoter seeking Re-classification and person related to Promoter(s) seeking Re-classification shall not vote to approve such re-classification request.

The Board hereby recommends the Resolution as set out at Item No. 4 for consideration and approval of Shareholders of the Company by way of Ordinary Resolution.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, the particulars of Directors seeking appointment/reappointment are as under:

Name of the Director	Mr. Atul Mittal
Date of Birth	25-04-1977
Date of Appointment	29-07-2002
Qualification	Graduate
Expertise in specific functional areas	General Management
List of Directorship held in other Companies as on 31 st March, 2020.	Arlin Foods Limited and Arlin Exim Pvt Limited
Chairman / Member of the Committees of the Board of Public Companies on which he is a Director as on 31 st March, 2020.	Chairman- Nil Membership-3
Shareholding in the Company as on 31 st March, 2020 : - Equity Shares in Numbers	26,00,000
Relationship with other Directors	None

By order of the Board
For SAMTEX FASHIONS LIMITED

Date: 30.11.2020
Place: New Delhi

REGISTERED OFFICE & WORK
Plot No. 163, Udyog Vihar M. No.
Greater Noida,
Gautam Buddha Nagar,
Uttar Pradesh- 201308
Email: -samtex.complaine@gmail.com
Website: www.samtexfashions.com
CIN: L17112UP1993PLC022479

Anushika Mishra

ANUSHIKA MISHRA
Company Secretary
ACS-59065