



FASHIONS LIMITED

A Govt. Recognised Export House

Men's fashion technology

Date- 07-09-2022

To,
The Department of Corporate Relations,
BSE Ltd.
Phiroze Jeejeebhoy Tower,
Dalal Street
Mumbai-400001
Dear Sir/ Madam,

Scrip Code- 521206

Sub: Notice of 29th Annual General Meeting of the Company for FY 2021-22 scheduled to be held on 30th September 2022

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 29th Annual General Meeting ("AGM"), of the Company which is scheduled to be held on Friday, 30th September 2022 at 01:00 P.M , through Video Conferencing/Other Audio Visual Means ("VC/OAVM").

The aforesaid Notice and Explanatory Statement of 29th AGM of the Company 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

Atul Mittal
Chairman & Managing Director
(DIN: 00223366)
Encl.: As Above

Regd. Office & Works: Khasra No 62,D 1/3 Industrial Area, Rajarampur, Sikandrabad, Bulandshahr UP 203205 IN
Delhi Office: Unit No. 137, DLF Prime Tower, F Block, Okhla Phase-1, New Delhi- 110020, Telephone No. 011-49025972
CIN : L17112UP1993PLC022479, E-mail id : samtex.compliance@gmail.com, Website- www.samtexfashions.com



NOTICE

Notice is hereby given that the **29th Annual General Meeting (“AGM”)** of the Members of **SAMTEX FASHIONS LIMITED** will be held on **Friday, 30th September, 2022 at 01:00 P.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 31st March 2022, 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.
3. To approve the re-appointment of M/s Kapil Kumar & Co. Chartered Accountants (Registration No.006241N) as the Statutory Auditors for a second term of Five consecutive Years:

To consider and, if think fit, to pass the following resolutions as an Ordinary Resolutions.

“**RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or amendment thereto or re-enactments thereof for the time being in force) the consent of members be and is hereby accorded for re-appointment of M/s Kapil Kumar & Co. Chartered Accountants (Registration No.006241N), as Statutory Auditors of the Company to hold office for the term of 5 years from the conclusion of this AGM, till the conclusion of AGM of the Company to be held in the financial year ending 2027 at the remuneration to be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Regularization of Mrs. Preeti Saxena as an Independent Director (Non- Executive) of the Company, for term of 5 years

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Special Resolution**

RESOLVED that Mrs. Preeti Saxena (DIN 07597269) who was appointed by the Board of Directors as an Additional Director (Non Executive Independent) of the Company w.e.f August 30, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 but who is eligible for appointment as Independent Women Director (Non- Executive) and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Independent Women Director (Non- Executive) of the Company.”

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) Mrs. Preeti Saxena (DIN 07597269), who has submitted a declaration that she meets the criteria for independence as provided in the act and SEBI Listing Regulations and who is eligible for appointment and in respect of whom based on her evaluation of performance, the Nomination and Recommendation Committee has recommended her appointment to the board which was further approved by the board be and is hereby appointed as an Independent, Non –Executive Women Director on non – rotational basis for term of 5 (five) consecutive years commencing from August 30, 2022.

RESOLVED FURTHER THAT Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take all such act as, matters and things as may be deemed necessary or expedient for giving effect to this resolution.”

5. Re-appointment of Mr. Atul Mittal as Chairman & Managing Director of the Company for the period of 3 years.

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014, as approved by Board of Directors and Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Atul Mittal (DIN No. 00223366), as Chairman & Managing Director of the Company for the period of 3 years, with effect from 1st September, 2022 on the terms and remuneration as set out below:

1. Term of Re-appointment - 3 Years
2. Remuneration – Nil
3. Perquisites and Allowances- Nil
4. The Managing Director shall be reimbursed for all expenses incurred by him for any Business Meeting or Business trips. These will not be considered as perquisites.
5. The Managing Director shall discharge his official duties/power as delegated by Board from time to time.

Date: 30.08.2022

Place: New Delhi

**By order of the Board
For SAMTEX FASHIONS LIMITED**

**REGISTERED OFFICE & WORK
Khasra No 62 D1/3 Industrial Area
RajarampurSikandrabad
Bulandshahr UP- 203205**

**SD/-
ANUSHIKA MISHRA
Company Secretary
M. No.-ACS-59065**

Email: -samtex.compliance@gmail.com

Website: -www.samtexfashions.com

CIN: L17112UP1993PLC022479



Notes:

Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the 29th Annual General Meeting pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

1. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs has issued a General Circular bearing No. 2/2022 dated 5th May, 2022 read with Circular Number 20/2020 dated May 5, 2020, Circular No. 02/2021 dated 13th January, 2021 Circular No. 19/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021 allowing convening of AGM through Video Conferencing or other audio visual modes subject to certain requirements. In the terms of the said circular and in compliance with the provisions of the Companies Act, 2013 and SEBI Circular SEBI/HO/CFD2/CIR/P/2022/62 dated May 13, 2022 and relevant circular of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the AGM of the Company is being held through VC/OAVM. Hence members can attend and Participate in the AGM through VC/OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification issued by ICSI. The proceedings of the 29th AGM shall be deemed to be conducted at the registered office i.e. Khasra No 62 D1/3 Industrial Area Rajarampur Sikandrabad Bulandshahr UP- 203205 of the Company. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.samtexfashions.com
2. In compliance with the said circulars, the Notice of AGM along with Annual Report 2021-2022 is being sent only through electronic mode to those Members whose valid e-mail addresses are registered with the Company/ Depositories/RTA. Member may note that Notice of AGM and Annual Report for the year 2021-2022 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.
3. 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 **Saturday, 24th September 2022 to Friday, 30th September, 2022 (both days inclusive) for the purpose of AGM.**
4. The Company draws your attention to the notification issued by SEBI dated January 24, 2022, June 08, 2018, and the press release dated December 3, 2018 amending Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the amended provisions, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer/ transmission and transposition securities by unscrupulous entities. Transfer/ transmission



and transposition of securities only in demat form will improve ease facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or M/s Beetal Financial & Computer Services (P) Ltd for assistance in this regard.

5. SEBI vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company and furnish the requisite details.
6. Members holding shares in physical form are requested to send the following documents in original to Registrar and Share Transfer Agent latest by Monday, September 22, 2022:
 - Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at www.samtexfashions.com.under finance Section.
 - Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - a. cancelled cheque in original.
 - b. bank attested legible copy of the first page of the Bank Passbook/ Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
 - self-attested photocopy of the PAN Card of all the holders;
 - Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company to the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services (P) Ltd beetalrta@gmail.com. quoting their folio number. Members holding shares in electronic form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company.
7. 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.

- (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.
8. Since the AGM is being held through VC/OAVM, physical attention of Members has been dispensed with. In view of the MCA Circular, no proxy shall be appointed by the members; hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Members intending to attend /vote at AGM through VC/OAVM by their respective authorized representatives are required to send to the Company/RTA/ Scrutinizer a certified copy of Board Resolutions, pursuant to section 113 of the Companies Act, 2013, by email at www.samtexfashions.com authorizing their representative to attend and vote at the Meeting through VC.
9. 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.
10. **Nomination Facility** As per the provisions of Section 72 of the Companies Act, the facility for making nomination is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms available at Company's Website www.samtexfashions.com.
11. 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 General Circulars bearing No 2/2022 dated may 5th, 2022, to conduct their AGM on or before 31st December, 2022 in accordance with the requirements as provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5th, 2020. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. For this purpose the Company had 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.
12. Members who cast their votes by remote e-voting may attend the Meeting through VC, but will not be entitled to cast their votes at the Meeting once again.



13. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under 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.
15. The Company has appointed Mr. Deepak Kukreja, 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).
16. 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.
17. 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.
18. 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.
19. 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.
20. 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

21. 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.
22. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
23. **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 September, 2022 (10.00 A.M.) and ends on 29th September, 2022 (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 23rd September 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. 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.
 - iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
 - iv. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
 - v. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless



authentication but also enhancing ease and convenience of participating in e-voting process.

- vi. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on “Shareholders” module.
- (3) 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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> <ul style="list-style-type: none"> • 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.
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> <ul style="list-style-type: none"> • 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).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for M/s Samtex Fashions Limited for the relevant on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 email address viz; samtex.compliance@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those Shareholders whose e-mail addresses/Mobile Number are not registered with the Depositories/Company

- 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 update your email id & mobile no. with your respective Depository Participants.
- 3) For Individual Demat Shareholders – Please update your email id & Mobile no. with your respective Depository Participants (DP) which is mandatory while e – Voting & joining virtual meetings through Depository.



INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.
- 7) 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

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) or Mr. (+91-22-23058543) or (+91-22-23058542).



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 Futurex, 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 of the Companies Act, 2013 and other applicable provisions)

The following Explanatory Statement sets out all the material facts relevant to the item (s) of the Special Business(s) contained in the Notice of 29th Annual General Meeting

ITEM NO. 4

Mrs. Preeti Saxena (DIN- 07597269) was appointed as an additional Director of the Company w.e.f August 30, 2022 and her tenure as Additional Independent Director is up to the conclusion of this Annual General Meeting, however she was appointed as Independent Women Director (Non- Executive) for consecutive period of five years effective from August 30, 2022 subject to the approval of shareholders. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed her as an Independent Non executive Women Director on non –rotational basis for term of five consecutive years from the August 30, 2022. The company has in terms of section 160(1) of the Act, received in writing a notice proposing her candidature for the office of the Director. Keeping in view the experience and expertise, the Board of Directors recommends the proposed resolution for her appointment set out in Item no. 4 of the notice calling AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Preeti Saxena is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice Calling AGM. Necessary documents in this regard are available for inspection by the Members at the registered office/ corporate office of the Company during business hours on any working day.

ITEM NO. 5

Mr. Atul Mittal (DIN- 00223366) is appointed as Chairman & Managing Director of the Company w.e.f. 1st September, 2022 for a period of 3 years. Mr. Atul Mittal is a Commerce Graduate, belonging to an Industrialist family and is having the managerial experience of about 21 years in Samtex Fashions Limited. He has put his sincere efforts and hard work for the growth and development of the Company. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Nomination and Remuneration Committee recommend to the board of director and Board of Directors in its meetings held on 30th August, 2022 approved the appointment of Mr. Atul Mittal, as Chairman & Managing Director, for 3 years w.e.f 1st September, 2022, on the terms as set out in the Resolution. The company has also received a request in writing from member of the company proposing his candidature as director. Accordingly, item no. 5 is recommended for approval as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives



except Mr. Atul Mittal is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the Notice Calling AGM. Necessary documents in this regard are available for inspection by the Members at the registered office/ corporate office of the Company during business hours on any working day.

STATEMENT CONTAINING THE RELEVANT DETAILS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 ARE AS STATED HEREUNDER:

GENERAL INFORMATION

Samtex Fashions Ltd. is engaged in the business of manufacturing & selling of Ready Made Garments. and is in operations since 1994.

The company is incurring losses in the past few years.

INFORMATION ABOUT THE APPOINTEE

Mr. Atul Mittal is a Commerce Graduate, belonging to an Industrialist family and is having the managerial experience of about 21 years in Samtex Fashions Limited. He has put his sincere efforts and hard work for the growth and development of the Company This may also be considered as an abstract of the Terms and Conditions of the appointment of the Managing Director and the Memorandum of interest in pursuance of Section 190 of the Companies Act, 2013.

Mrs. Preeti Saxena is a fellow member of ICSI and a Law Graduate from Delhi University. She has varied experience in secretarial, Legal field from past 30 years. She has very Good knowledge in field of HR, Labour Laws and Industrial Laws. She has served in Listed Companies and having a good Understanding in matter of Listing Compliances.

Details of Directors seeking appointment/ Reappointment at the ensuing Annual General Meeting under Regulation 36(3) of SEBI (LODR) 2015 and Secretarial Standard-2 on General Meeting).

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 31st March, 2022	ARLIN Foods Limited
Chairman/Member of the Committees of the Board of Public Companies on which he is a Director as on 31st March, 2022	Chairman- NIL Membership-3
Shareholding in the Company as on 31st March, 2022:- Equity Shares in Numbers	2600000
Relationship with other Directors	None

**Independent Director :-**

Name of the Director	Mrs. PreetiSaxena
Date of Birth	21-09-1965
Date of Appointment	30-08-2022
Qualification	Company Secretary & Law Graduate from Delhi University.
Expertise in specific functional areas	Secretarial and legal
List of Directorship held in other Companies as on 31st March, 2022	LYLA SERVICES PRIVATE LIMITED
Chairman/Member of the Committees of the Board of Public Companies on which he is a Director as on 31st March, 2022	NIL
Shareholding in the Company as on 31st March, 2022:- Equity Shares in Numbers	NIL
Relationship with other Directors	None

Date: 30.08.2022**Place: New Delhi****By order of the Board
For SAMTEX FASHIONS LIMITED****REGISTERED OFFICE & WORK
Khasra No 62 D1/3 Industrial Area
RajarampurSikandrabad
Bulandshahr UP- 203205****SD/-
ANUSHIKA MISHRA
Company Secretary
M. No.-ACS-59065**

Email: -samtex.compliance@gmail.com

Website: -www.samtexfashions.com

CIN: L17112UP1993PLC022479