

Date: 29-05-2024

To,

The Manager
Department of Corporate Relations
The BSE Limited
P. J. Towers,
Dalal Street, Mumbai-400001
Scrip Code-521206

Sub: Submission of the Annual Secretarial Compliance Report for the Financial Year 2023-2024

Sir,

In terms of Clause 3(b) (iii) of the SEBI Circular No. CIR/CFD/CMD 1/27 /2019 dated 8th February 2019, we are attaching herewith the Annual Secretarial Compliance Report for the year ended March 31st 2024 under the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of "Samtex Fashions Limited"

Kindly acknowledge the receipt and take note of the same.

Thanking You

For Samtex Fashions Limited

ATUL Digitally signed
by ATUL MITTAL
Date: 2024.05.29
10:05:19 +05'30'
MITTAL

Atul Mittal
(Chairman & Managing Director)
DIN: 00223366

Encl: as above

ANNUAL SECRETARIAL COMPLIANCE REPORT OF SAMTEX FASHIONS LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2024

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined:

- all the documents and records made available to us and explanation provided by **Samtex Fashion Limited (CIN:L17112UP1993PLC022479)** (hereinafter called "**the Company**") having its Registered Office at Khasra No 62 D 1/3 Industrial Area Raja Rampur Sikandrabad Bulandshahr, UP 203205
- website of the Company,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended March 31, 2024 ("**Review period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations (including amendments therein), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "**SEBI LODR REGULATIONS**");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (herein after referred as "**SEBI PIT REGULATIONS**");
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the review period**)
- The Securities and Exchange Board of India (Share Based Employee Benefits and 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 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 matter specified in **Annexure A**.
- b) The Company has taken the following actions to comply with the observations made in previous reports: **Annexure B**

We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2	<u>Adoption and timely updation of the Policies:</u>		
	• 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.	<u>Maintenance and disclosures on Website:</u>		



	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	Nil
		Yes	Nil
		Yes	Nil
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities</u>		
	<ul style="list-style-type: none"> Identification of material subsidiary companies. Requirement with respect to disclosure of material as well as other subsidiaries. 	NA	The Company no subsidiary Company.
6.	<u>Preservation of Documents:</u> 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 LODR Regulations.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of/during every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<u>Related Party Transactions:</u>		
	<ul style="list-style-type: none"> The Listed entity has obtained prior approval of Audit Committee for all Related party transaction. 	Yes	Nil



	<ul style="list-style-type: none"> 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. 	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of LODR Regulations within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>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.</p>	No	Refer Annexure "A" attached with this report.
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	Not applicable during the review period.



13.	No additional non-compliances observed: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil
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ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

Date: 28.05.2024

Place: New Delhi

UDIN: A036232F000468928



**CS SHIVANI AGARWAL
PARTNER**

CP No. 18282

ACS No. 36232

Peer Review No. 779/2020

Annexure A

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.	Details of Violation	Fine Amount (in Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	Regulation 33(3)(a) of SEBI LODR	Delay in submission of unaudited Standalone Financial Results for the Quarter and half Year ended 30.09.2023.	BSE Limited ("BSE")	Fine levied	The Unaudited Standalone & Consolidated Financial Results along with Limited Review Reports for the Quarter and half Year ended 30.09.2023 were approved by the Board in its meeting held on 10.11.2023 and the said Results along with Limited Review Reports were submitted to BSE on 10.11.2023. However, due to technical error, the cash flow statement pages in combined file of the standalone financial results had been inadvertently missed by the Company, which came to notice of the Company on receiving the query from BSE vide e-mail dated 17.11.2023, subsequent to which, the Company filed revised results along with Limited Review Reports on 18.11.2023 resulting into a delay of 3 days in the submitting the aforesaid results which is in violation of regulation 33(3)(a) of SEBI LODR.	Rs. 17700/- (inclusive of 18% GST)	There was a delay of 3 days by the Company in submission of its unaudited Standalone financial Results for the Quarter and half Year ended 30.09.2023 with the Stock Exchange. Hence there is non compliance of the provisions of regulation 33(3)(a) of SEBI LODR. The BSE have levied a fine of Rs. 17,700/- (inclusive of 18% GST) on the Company for the aforesaid non compliance.	Due to technical error, the cash flow statement pages in combined file of unaudited standalone & consolidated financial results along with Limited Review Reports for the Quarter and half Year ended 30.09.2023 submitted to the BSE on 10.11.2023 were missed which came to notice of the Company on receiving the query from BSE vide e-mail dated 17.11.2023, subsequent to which, the Company filed revised results on 18.11.2023 resulting into a delay of 3 days in the submitting the aforesaid results. The fine levied by the BSE has been paid by the Company.	NIL



Annexure B

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in Previous Report	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/deviations and actions taken/ Penalty imposed, if any, on the listed entity	Remedial actions, if any taken by the listed entity	Comments of PCS on the actions taken by the listed
1	<p>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 compalince of the provisions of regulation 33(3)(d) of SEBI LODR. TheBSE have levied a fine of Rs. 53,100/- (inclusive of 18% GST) on the Company for the aforesaid non compalince.</p>	<p>According to Regulation 33(3)(d) of SEBI LODR, 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.</p>	<p>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(3)(d) of SEBI LODR.</p>	<p>There was inadvertent delay of 9 days under regulation 33(3)(d) in submission of annual audited Financial Results for the Financial Year ended March 31, 2022 to the BSE. The Company has assured to be more careful in future.</p>	<p>No Further action was required</p>

