

SAMTEX



FASHIONS LIMITED
A Govt. Recognised Export House

Men's fashion technology

To,
General Manager
Department of Corporate Services
BSE Limited
24th Floor, PJ Tower
Dalal Street
Mumbai

Date: 29-06-2021

Scrn Code: 521206

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2020-2021

Dear Sir/Madam,

In terms of Clause 3(b) (iii) of 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 2021 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of "Samtex Fashions Limited"

We request you to take the above information on record.

With Best Regards,

For & on behalf of the Board
For SAMTEX FASHIONS LIMITED



(Dr) Hemant 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

DEEPAK KUKREJA & ASSOCIATES

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

SECRETARIAL COMPLIANCE REPORT OF-SAMTEX FASHIONS LIMITED FOR THE YEAR ENDED MARCH 31, 2021

We have examined:

- 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 Khasra No 62 D 1/3 Industrial Area Rajarampur Sikandrabad Bulandshahr, U.P.- 203205.
- the filings/ submissions made by the company to the stock exchanges,
- 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, 2021("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, 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; [hereinafter referred as "SEBI LODR"]
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the Review Period**);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(**Not applicable to the Company during the Review Period**);
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Review Period**)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(**Not applicable to the Company during the Review Period**)
- 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**);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; [hereinafter referred as "SEBI PIT Regulations"]
- 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: -

S.No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 6(1) of SEBI LODR w.r.t appointment of a qualified company secretary as compliance officer of the company.	The Company doesn't have a qualified company secretary as compliance officer of the company w.e.f 18.10.2019 till 30.07.2020.	<i>The Company doesn't have a qualified company secretary as compliance officer of the company from 18.10.2019 to 30.07.2020. However Ms. Anushika Mishra was appointed as Company secretary of the company w.e.f 31.07.2020.</i>
2	Regulation 23(9) of SEBI LODR disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	The company was required to file disclosure of related party transactions on a consolidated basis in the format specified in the relevant accounting standards and publish the same on its website, however the Company has not given disclosure for the half year ended on March 31, 2020. Also, there was delay in filling disclosure for the half year ended September 30, 2020.	<i>It is observed that the company has not filed disclosures of related party transactions on a consolidated basis in the format specified in the relevant accounting standards for annual results to the stock exchange for the half years ended on March 31, 2020 & also there was delay in submitting of disclosure for the half year ended September 30, 2020.</i> <i>BSE vide its email dated 18.01.2021 had imposed fine of Rs. 212400/- including GST for non compliance of Regulation 23(9) for the half year ended September 30, 2020 and subsequently on the request of the Company, the fined was waived.</i>
3	Regulation 31A(8) of SEBI (LODR) Disclosure of material events to Stock exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of the event w.r.t reclassification of any person as Promoter or Public.	The company has not made following disclosures in the manner as prescribed to the Stock exchanges: i) The minutes of the board meeting dated 30.11.2020 considering request received from Mr. Suraj Gupta for re-classification from Promoter to Public Shareholder.	<i>It is observed that the company has not made following disclosures to the Stock exchanges: i) The minutes of the board meeting dated 30.11.2020 considering request received from Mr. Suraj Gupta for re-classification as Promoter to Public shareholder.</i>



		ii) submission of application to the stock exchange seeking re-classification.	ii) submission of application to the stock exchanges seeking re-classification. However, the Company has annexed the said application with the disclosure of outcome of shareholders meeting dated 27.01.2021 in which re-classification was approved and the minutes of the Board meeting was sent through email dated 22.06.2021.
4	Regulation 5(2) of SEBI (Insider Trading) Regulations.	During the year the company has not closed the trading for Insiders for the period between the 20 th trading day prior to the last day of financial periods for which results were announced by the company and the second trading day after the disclosure of such financial results.	The trading for insiders has been closed for the period less than the period specified in Regulation 5(2).

- 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.
- 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	Non compliance of Regulation 6(1) of SEBI LODR for Non Appointment of Compliance Officer.	BSE Limited has levied a fine of Rs.1,23,900/- (Inclusive of GST @ 18 %) vide its emails dated 31.08.2020 and 20.11.2020 respectively.	As per the information provided, the Company had made representation to BSE Limited for waiver of fine and considering the representation, BSE Limited vide its e-mail dated April 16,2021 has waived the fine.



2.	BSE Limited	Non Compliance of Regulation 23(9) of SEBI LODR w.r.t disclosure of related party Transactions on Consolidated basis for the half year ended 30.09.2020.	BSE Limited has levied a fine of Rs.2,12,400/- (Inclusive of GST @ 18 %) pursuant to SEBI/HO/CFD/CM D/CIR/P/2018/77 dated May 03, 2018.01.2021 and also initiation of action for freezing of entire shareholding of the promoters.	The Company has made representation to BSE for waiver of fine and considering the representation, BSE Limited vide its e-mail dated April 23,2021 has waived the fine and thereafter defreeze the promoter's demat accounts.
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d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations made in the secretarial compliance report for the year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>CS Kamini Gupta resigned as a Company Secretary & Compliance officer of the company w.e.f. October 17, 2019 and Mr. Atul Mittal, Managing Director and CFO of the company was appointed as Compliance officer of the company w.e.f. October 18, 2019 till the appointment of new company secretary.</p> <p><i>Accordingly, the company doesn't have a qualified company secretary as compliance officer of the company w.e.f. 18.10.2019.</i></p>	The Company has appointed CS Anushika Mishra as compliance officer of the company w.e.f 31.07.2020.	<i>The Company has appointed CS Anushka Mishra as Compliance Officer with effect from July 31, 2020. BSE Limited had imposed the fine for non compliance of Regulation 6(1) of SEBI(LODR), 2015 and subsequent on the request of the Company fine was waived.</i>



2	The company has not filed disclosures of related party transactions on a consolidated basis in the format specified in the relevant accounting standards for annual results to the stock exchange for the half years ended on: i) March 31, 2019 & ii) September 30, 2019	No further action was taken.	NIL
3	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., however it is observed that said certificate has been obtained from Mr. Atul Mittal as Managing Director and Chief Financial Officer of the Company.	No further action can be taken.	NIL
4	It is observed that consolidated financial Results for the year ended March 31, 2019 was not submitted on due date i.e. May 30, 2019 whereas it is lately submitted on August 27, 2019.	No further action was required as the disclosure was made lately.	NIL
5	It is observed that consolidated financial Results for the quarter ended June 30, 2019 is lately submitted on September 07, 2019.	No further action was required as the disclosure was given lately.	NIL
6	It is observed that consolidated financial Results for the quarter ended September 30, 2019 is lately submitted on November 15, 2019.	No further action was required as the disclosure was given lately.	NIL
7	The Corporate Governance report in the Annual Report of the company for the financial year ending March 31, 2019 doesn't contain following mandatory disclosures as specified in part C of Schedule V of SEBI (LODR).	No further action was taken, however the Company has given the required disclosures in the subsequent Annual Report for the Financial Year ended March 31, 2020.	NIL



	<p>1) certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified.</p> <p>2) disclosures in relation to the Sexual Harassment of Women at Workplace under (Prevention, Prohibition and Redressal) Act, 2013.</p> <p>3) total fees for all services paid by the company and its subsidiaries, on a consolidated basis, to the statutory auditor.</p> <p>3) A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board.</p> <p>4) confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.</p>		
8	<p>The trading for insiders has been closed for the period less than the period specified in Regulation 5(2).</p>	<p>No further Action was taken, however the Company has complied the regulation subsequently for the closure of trading window for the approval of Financial Statements for the Financial Year ended March 31, 2021 .</p>	NIL.

Date : 29.06.2021
Place: New Delhi

For DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES



Deepak Kukreja
DEEPAK KUKREJA
FCS, LLB, ACIS(UK), IP
UDIN: F004140C000537992
FCS NO.: 4140
C.P. NO.: 8265