

Date: 31.07.2020

To,

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

Scrip Code: 521206

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Sir,

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2020 under Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019.

Kindly take the same on your record.

Thanking You

For SAMTEX FASHIONS LIMITED


Atul Mittal
Chairman & Managing Director
DIN : 00223366

Encl: as above

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, 2020

We have examined:

- a) all the documents and records made available to us and explanation provided by **Samtex Fashion Limited** ("the Listed entity" -hereinafter called "the Company") having its Registered Office at Plot No.163, Udyog Vihar, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201308,
- b) the filings/ submissions made by the company to the stock exchanges,
- c) website of the company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020("Review Period") in respect of compliance with the provisions of:

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;[hereinafter referred as "SEBI(LODR)"]
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(**Not applicable to the Company during the Review Period**);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Review Period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(**Not applicable to the Company during the Review Period**)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013(**Not applicable to the Company during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;[hereinafter referred as "SEBI(Insider Trading) Regulation"]
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018and circulars/ guidelines issued thereunder;



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

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 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.	<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>
2	Regulation 23(9) of SEBI(LODR) w.r.t 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 in prescribed format for annual results for the half years ended on: i) March 31, 2019 & ii) September 30, 2019.	<p><i>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></p> <p><i>i) March 31, 2019 & ii) September 30, 2019</i></p>
3	As per Regulation 33(2)(a) of SEBI(LODR) ,while placing the quarterly financial results before the board of directors, the chief executive officer and chief financial officer of the listed entity shall certify that the financial results do not contain any false or misleading statements or figures and do not omit any material fact.	The certificate has been obtained from Mr. Atul Mittal in the capacity of Managing Director and Chief Financial Officer (CFO).	<p>As per regulation 33(2)(a) of SEBI (LODR), the CEO and CFO of the company shall certify that the financial results do not contain any false or misleading statements or figures and do not omit any material fact., <i>however it is observed that said certificate has been obtained from Mr. Atul Mittal as Managing Director and Chief Financial Officer of the Company.</i></p>



4	Regulation 33(3) of SEBI(LODR) which states that the listed entity is required to submit its audited annual Financial Result within 60 days from end of each financial year.	The company has not submitted the audited consolidated financial results for the year ended March31, 2019 within the period prescribed under this regulation i.e. by May 30, 2019.	<i>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.</i>
5	Regulation 33(3) of SEBI(LODR) which states that the listed entity is required to submit its unaudited quarterly Financial Result within 45 days from end of each quarter.	The company has not submitted the unaudited consolidated financial results for the quarter ended June 30, 2019 within 45 days as prescribed under the regulation.	<i>It is observed that consolidated financial Results for the quarter ended June 30,2019 is lately submitted on September 07,2019.</i>
6.	Regulation 33(3) of SEBI (LODR) which states that the listed entity is required to submit its unaudited quarterly Financial Result within 45 days from end of each quarter.	The company has not submitted unaudited consolidated financial results for the quarter ended September 30, 2019 within 45 days as prescribed under the regulation.	<i>It is observed that consolidated financial Results for the quarter ended September 30, 2019 is lately submitted on November 15,2019.</i>
7	Regulation 34 read with schedule V of SEBI (LODR) w.r.t Annual Report of the company	The company has not disclosed few disclosures in its Corporate Governance report in its Annual Report for the financial year ending March 31, 2019 as mentioned in part C of Schedule V of SEBI (LODR).	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). 1) certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified. 2) disclosures in relation to the Sexual Harassment of Women at Workplace under (Prevention, Prohibition and Redressal) Act, 2013. 3) total fees for all services paid by the company and its subsidiaries, on a consolidated basis, to the statutory auditor. 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. 4) confirmation that in the opinion of the board, the

			<i>independent directors fulfill the conditions specified in these regulations and are independent of the management.</i>
8	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.	<i>The trading for insiders has been closed for the period less than the period specified in Regulation 5(2).</i>

- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 33 of SEBI (Listing & Disclosure Requirement) Regulation, 2015- Non submission of the consolidated financial result for the quarter ended June 30, 2019.	BSE Limited has levied a fine of Rs.88,500/- (Inclusive of GST @ 18 %)	The company has submitted the consolidated financial result for the quarter ended June 30, 2019 on September 07, 2019 after a delay of 53 days. The company has paid the penalty of Rs.1,41,600/- on 08/07/2020 as levied by BSE vide its letter dated June 09, 2019.
2.	BSE Limited	Regulation 33 of SEBI (Listing & Disclosure Requirement)	BSE Limited has levied a fine of Rs.5900/- (Inclusive of GST @ 18 %)	The company has submitted the consolidated financial results for the quarter

		Regulation, 2015- Late submission of the financial results for the quarter ended September 30, 2019.		ended September 30, 2019 on November 15, 2019 after a delay of 1 day. The company has paid the penalty of Rs.5900/- on 11/03/2020 as levied by BSE vide its letter dated December 20, 2019
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d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which state that the Board of Directors shall have at least one women director.	Mrs. Malini Gupta has resigned on August 8, 2018 and as per the Rule 3 of the Companies (Qualifications of Directors) Rules, 2014 any intermittent vacancy of the women director shall be filled by the Board at the earliest but not later than the immediate next board meeting or three months form the date of such vacancy, whichever is later. The immediate next Board meeting of the company was held on August 28, 2018 in which no women director was appointed. Later, Mrs. Arti Shrivastava was appointed in the Board Meeting held on	<i>The Company has appointed Arti Shrivastava as Director in the category of (Non-Executive Independent Director) effective from November 14, 2018.</i>	The non-compliance has been made good and the Board of Directors is duly constituted in compliance of the Regulation.



		<p>November 14,2018 and her appointment was effective from November 14, 2018.</p> <p><i>Therefore, it is observed that there was a delay of five days in appointment of women director.</i></p>		
2	<p>Regulation 33(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which states that the listed entity is required to submit its quarterly Financial Result within 45 days from end of each quarter.</p>	<p><i>It is observed that financial results for the quarter ended June 30, 2018 is lately filed on August 28,2018.</i></p>	<p>The company has filed the financial results on August 28,2018.</p>	<p>The non-compliance has been made good by the company</p>
3	<p>Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 according to which the listed entity shall disseminate the information as provided under this regulation on its Website</p>	<p><i>It is observed that, the company has complied with Regulation 46 except the following:</i></p> <p><i>Separate audited financial statements of M/s SSA International Limited and Arlin Foods Limited, subsidiaries Companies for the Financial Year ended March 31, 2018 has not been uploaded on the Company website.</i></p>	<p>No Action taken by the company till date</p>	<p><i>The non-compliance is yet to be rectified by the company.</i></p>
4	<p>As per Regulation 33(2)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, while placing the quarterly financial results before the board of directors, the chief executive officer and chief financial officer of</p>	<p>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</p>	<p>No Action taken by the company till date</p>	<p><i>The noncompliance is yet to be rectified by the company .</i></p>



	the listed entity shall certify that the financial results do not contain any false or misleading statements or figures and do not omit any material fact.	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.		
5	As per Regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company was required to make disclosures of events & information as specified in Regulation 30	It is observed that the company has not made disclosure to the stock exchange regarding: Change in directors w.r.t. resignation of Mrs. Shubhra Bhambri dated April 11, 2018 & Appointment & resignation of Mrs. Malini Gupta dated June 6, 2018 and August 8, 2018 respectively, however the company has uploaded the outcome of the respective Board Meetings pursuant to clause 3 of Part A of Regulation 30 in which resignation and appointment is made.	The company has made disclosure to the Stock exchange through outcome of the Board meeting.	The disclosures have been made to the stock exchange.
6	As per Regulation 19(1)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee shall comprise of at least three non-executive directors	It is observed that due to the resignation of Mrs. Shubhra Bhambri the composition of Nomination & Remuneration committee was not as per SEBI (LODR) 2015 from 11.04.2018 till 04.06.2018 and due to the resignation of Mrs. Malini Gupta the composition of Nomination & Remuneration committee	The Company has appointed Mrs. Arti Shrivastava as Director in the category of (Non-Executive Independent Director) effective from November 14, 2018 and she is a member of part of the Nomination and Remuneration Committee	The noncompliance has been made good and the Nomination & Remuneration Committee has been duly re-constituted in Compliance of the Regulations.

		was not as per SEBI (LODR)2015 from 10.08.2018 till 13.11.2018.		
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- e) Since the Auditor has already been appointed, terms of appointment of Statutory Auditor have been suitably modified to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

DATE: 31.07.2020
PLACE: New Delhi

**For DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**



A handwritten signature in blue ink, appearing to read "Deepak".

DEEPAK KUKREJA
Practicing Company Secretary
UDIN: F004140B000540247
FCS NO.: 4140
C P NO.:8265