

Date: 30-05-2025

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 2024-2025

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 2025 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

Rinki Rani
(ACS-51516)
Company Secretary & Compliance Officer

Encl: as above

ANNUAL SECRETARIAL COMPLIANCE REPORT OF SAMTEX FASHIONS LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2025

We have examined:

- a. all the documents and records made available to us and explanation provided by **SAMTEX FASHIONS LIMITED (CIN: L17112UP1993PLC022479)** (hereinafter referred to as “the **Listed Entity**”) having its registered office at Khasra No. 60, D1/3, Industrial Area, Rajarampur, Sikandrabad, Bulandshahr, Uttar Pradesh, 203205.
- b. the filings/ submissions made by the Listed Entity to the stock exchanges,
- c. website of the Listed Entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2025 (“**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 (including amendments therein), 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 (herein after referred as “**SEBI LODR Regulations**”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Listed Entity 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 Listed Entity during the review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Listed Entity during the review period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Listed Entity during the review period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

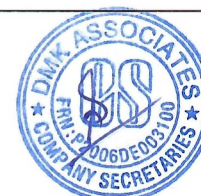


(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;

and based on the above examination, we hereby report that, during the review period:

- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The Listed Entity has taken the following actions to comply with the observations made in previous reports: (refer Annexure A)
- c) 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.	<p><u>Secretarial Standards:</u></p> <p>The compliances of listed entity are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)</p>	Yes	Nil
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • 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 Yes	Nil Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ 	Yes	Nil



	<p>information under a separate section on the website.</p> <ul style="list-style-type: none"> • 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
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the listed entity are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	Nil
5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>a. Identification of material subsidiary companies.</p> <p>b. Requirement with respect to disclosure of material as well as other subsidiaries.</p>	Yes	Nil
6.	<p><u>Preservation of Documents:</u></p> <p>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 the SEBI LODR Regulations.</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations.</p>	Yes	Nil



			03.12.2024 clarifying that the listed entity has Chairperson all the time and there was no break / violation in the chair of SRC and the composition of SRC was in order. Considering the submissions & clarification made by the Listed Entity in subject matter, BSE vide its email dated 04.12.2024 has taken note of the response submitted by the listed entity and informed that the fines levied on the company under Regulation 20(2) is being withdrawn.
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 SEBI LODR Regulations by listed entities.</p>	NA	There was no case of Resignation of Statutory Auditors.
13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.</p>	Yes	Nil

d) Further, the requirements for disclosure of Employee Benefit Scheme documents in terms of regulation 46(2) (za) of the SEBI LODR Regulations read with SEBI Circular No.



SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 are not applicable to the Listed Entity.

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.

Date: 30.05.2025

Place: New Delhi

UDIN: A036232G000494327



**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

Shivani

**CS SHIVANI AGARWAL
PARTNER**

CP No. 18282

ACS No. 36232

Peer Review No. 779/2020

Annexure A						
Sr. No.	Observations/ Remarks of the Practising Company Secretary in Previous Reports	Observations made in the Secretarial Compliance Report for the Year ended	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 the PCS on the actions taken by the listed entity
1	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.	2023-2024	As per Regulation 33(3)(a) of SEBI LODR Regulations, 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.	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 Regulations. The BSE have levied a fine of Rs. 17,700/- (inclusive of 18% GST) on the Company for the aforesaid non compliance.	The fine levied by the BSE has been paid by the Listed entity.	Since, the fine levied by the BSE has been duly paid by the Listed entity, hence no further action is required.

