



# Filatex Fashions Ltd.

To,

Date: 30.05.2023

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

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the year ended 31.03.2023 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

**Unit: Filatex Fashions Limited (Scrip Code: 532022)**

With reference to the subject cited, please find enclosed Annual Secretarial Compliance Report for the year ended 31.03.2023 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2018.

This is for the kind information and records of the Exchange, please.

Thanking you.

Yours sincerely,  
For Filatex Fashions Limited



Prabhat Sethia  
Managing Director  
(DIN: 00699415)

Prabhat Sethia  
Digitally signed  
by Prabhat Sethia  
Date: 2023.05.30  
18:09:12 +05'30'

Encl: as above



Rating : SE2B

8-2-682/3/A #201, mayfair Garden Apartments, Road no 12, Banjara Hills  
Hyderabad - 500034, Phone: 9140-66748930,  
www.filtexfashion.com, Email: [unisox@yahoo.com](mailto:unisox@yahoo.com)  
CIN NO: L51491TG1994PLCO17158



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**SECRETARIAL COMPLIANCE REPORT OF FILATEX FASHIONS LIMITED**

**FOR THE YEAR ENDED 31.03.2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Filatex Fashions Limited** (CIN: L51491TG1994PLC017158) (hereinafter referred as 'the listed entity'), having its Registered Office at Flat No. 201, 8-2-682/3/A & 3/B, Mayfair Garden Apartments, 2nd Floor, Road No. 12, Banjara Hills, Hyderabad, Telangana, 500034, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon. Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **Manoj Parakh & Associates**, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **Filatex Fashions Limited** ("the listed entity"),
- (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 31<sup>st</sup> March, 2023 ("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 there under; and

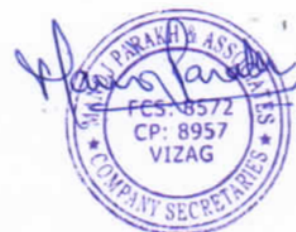


- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **The Shareholders of the Company in their EGM held on 28.06.2022 has approved the issue of convertible warrants on preferential basis. The Company applied for In-principle approval from BSE Limited for the same. However, the application was withdrawn by the Company.**
- (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 during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; **Not Applicable during the year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable during the year under review.**
- (i) The 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:



I.

A. The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there under wherever applicable, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Filing of Related Party Transactions for the half year ended 31.03.2022	Regulation 23(9) of SEBI LODR Regulations	Delay in filing Related Party Transactions	BSE	Penalty Imposed.	The Company was required to file Related Party Transactions for the half year ended 31.03.2022 within the due date i.e. 14.06.2022, but the same was submitted with delay on 20.07.2022.	Rs. 2,06,500/-	The Company was required to file Related Party Transactions for the half year ended 31.03.2022 within the due date i.e. 14.06.2022, but the same was submitted with delay on 20.07.2022.	The Company has paid the penalty of Rs. 1,77,000/- on 25.07.2022.	Penalty paid to BSE and shares of the promoters unfrozen for earlier non compliances
2	Filing of Limited Review Report for the quarter ended 30.06.2022	Regulation 33 of SEBI LODR Regulations	Delay in filing Limited Review Report	BSE	Penalty Imposed and shares of the promoters frozen	The Company was required to file Limited Review Report alongwith un audited financial results for the quarter ended 30.06.2022 within the due date i.e. 14.08.2022, but the same was submitted with delay on 21.09.2022.	Rs. 2,12,400/-	The Company was required to file Limited Review Report alongwith un audited financial results for the quarter ended 30.06.2022 within the due date i.e. 14.08.2022, but the same was submitted with delay on 21.09.2022.	The Company has paid the penalty on 23.09.2022.	Penalty paid to BSE and shares of the promoters unfrozen.
3	Filing of Compliance Certificate under Reg. 7(3) of SEBI LODR for the Half year ended 31.03.2022	Regulation 7(3) of SEBI LODR Regulations	Non Filing of Compliance Certificate for the Half year ended 31.03.2022	--	--	The Company has not filed Compliance Certificate under Reg. 7(3) of SEBI LODR for the Half year ended 31.03.2022	--	The Company has not filed Compliance Certificate under Reg. 7(3) of SEBI LODR for the Half year ended 31.03.2022	--	--
4.	Various Regulations for the quarters ranging from December 2013 to December 2021	Reg-27(2), Reg-31, Reg-33, Reg-34, Reg-6(1), Reg-29(2), Reg-17(2A), Reg-23(9)	Delay in submission	BSE	Penalty Imposed	Various Regulations	Rs. 87,12,325 (Consolidated amount)	The Company has paid an amount of Rs. 80,24,384 on 25.07.2022.	The Company has paid an amount of Rs. 80,24,384 on 25.07.2022.	Out of Rs. 87,12,325 Penalty amount, Rs. 46,91,000 has been waived off by BSE.

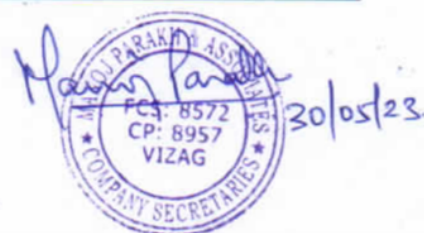


B. The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	--	--	--	--	--	--	--	--	--	--

2. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Yes	The auditor has resigned on 09.08.2022 i.e., within 45 days from the end of June quarter of the Financial Year 2022-23. and before his resignation he has issued the limited review report for the quarter ended 30.06.2022.
	II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	--
	III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	--
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	I. Reporting of concerns by Auditor with respect to the listed entity/its material		



<p>subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	<p>NA</p>	<p>NA</p>
<p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee.</p>	<p>NA</p>	<p>NA</p>
<p>In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p>	<p>NA</p>	<p>NA</p>
<p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate</p>	<p></p>	<p></p>


20/05/23

	its views to the management and the auditor.  II. Disclaimer in case of non-receipt of information:  The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	The Company has obtained information from the Auditor upon resignation, in the format as specified in SEBI Circular and the same was intimated to BSE Limited with a delay of 10 days i.e., on 19.08.2022.

3. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	<b>Adoption and timely updation of the Policies:</b> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the	Yes	Nil



30/05/23.

	<p>listed entities</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>		
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Nil
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material, as well as other subsidiaries</p>	NA	Nil
6.	<p><b>Preservation of Documents:</b></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 SEBI LODR Regulations, 2015.</p>	Yes	Nil
7.	<p><b>Performance Evaluation:</b></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 Regulations.</p>	Yes	Nil
8.	<p><b>Related Party Transactions:</b></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p>	Yes	Nil



30/05/23.

	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained:	NA	NA
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation-30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been 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.	Yes	Nil
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil



**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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Manoj Parakh & Associates**



**Manoj Parakh**  
**Proprietor**

**M.No.F8572, C.P.No.8957**  
**UDIN: F008572E000428486**  
**PR: 3439/2023**

**Place: Visakhapatnam**  
**Date: 30.05.2023**