

SECRETARIAL COMPLIANCE REPORT
SEASONS TEXTILES LIMITED
(CIN: L74999DL1986PLC024058)
For the Year Ended 31ST March 2024

I, **Pramod Kothari**, proprietor of **M/s Pramod Kothari & Co., Practicing Company Secretaries**, has examined:

- (a) all the documents and records made available to us, and explanation provided by **SEASONS TEXTILES 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 **March 31, 2024 (“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 and amendment thereof (“**Listing Regulations**”);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment thereof;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment thereof;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable to the Company during reporting period**)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable to the Company during reporting period**)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during reporting 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 reporting period**)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder;
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not Applicable to the Company during reporting period**)

- k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- l) Other regulations as applicable and circulars/guidelines issued thereunder;

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

- 1) (a) The listed entity 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification / Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of The Practicing Company Secretary	Management Response	Remarks
None										

- 1) (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action Advisory/ Clarification / Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

- 1) (c) The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of re-appointment of statutory auditor of the listed entity.

Based on my examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company, I hereby also report that:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
01	Secretarial Standards.	Yes	-

	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).		
02	<p>Adoption and timely updation of the Policies:</p> <p>a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.</p>	<p>Yes</p> <p>Yes</p>	-
03	<p>Maintenance and disclosures on Website.</p> <p>a) The Listed entity is maintaining a functional website.</p> <p>b) Timely dissemination of the documents/information under a separate section on the website.</p> <p>c) 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.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	-
04	<p>Disqualification of Director.</p> <p>None of the Directors of the Company is disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
05	<p>To examine details related to Subsidiaries of listed entities.</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	<p>Yes</p> <p>Yes</p>	-
06	<p>Preservation of Documents.</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	-
07	<p>Performance Evaluation.</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations / Listing Regulations.</p>	Yes	-
08	<p>Related Party Transactions.</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee-</p>	Yes	-

09	Disclosure of events or information. 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	-
10	Prohibition of Insider Trading. The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: 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.	NA	<ol style="list-style-type: none">1. Company has received email from the BSE for Non-compliance of Regulation 27(2), for September 2015, Regulation 31 and 33 for September 2017, Regulation 17, 18 and 20 for the quarter ended September 2020. In this matter the company has made the representation before the exchange that there are no non-compliances and requested to waive the penalty and de freeze the D-mat account of the company. The reply from the BSE was waited.2. Company has received a notice from Kolkata Stock

			Exchange Ltd for delisting of shares due to non-payment of listing fees and non-compliance of regulations. In this regard company has made the representation that they are in process to take the matter with CSE and hope the matter will be resolved soon.
12	Additional Non-compliances, if any: No Any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	There were no Non-compliances during the Review Period.

For Pramod Kothari & Co.
Practicing Company Secretaries
Peer Review Certificate No. 852/2020

Pramod Kothari
Proprietor
CP No: **11532**
Membership No.: **F7091**
UDIN: F007091F000403289
Date: 20/05/2024
Place: **Noida**