

AS
AVINASH NOLKHA & ASSOCIATES
COMPANY SECRETARIES

CS AVINASH NOLKHA
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**Secretarial Compliance Report of
Manomay Tex India Limited**

For the year ended March 31, 2024

Secretarial Compliance Report of **Manomay Tex India Limited** for the financial year ended 31.03.2024. I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Manomay Tex India Limited (hereinafter referred as 'the listed entity'), having its Registered Office at **32, Heera Panna Market, Pur Road Bhilwara Rajasthan 311001 (India)** Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/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, I hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We M/s Avinash Nolkha & Associates, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **Manomay Tex India 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 thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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 (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with Client;
- (i) Other regulations as applicable.
And circulars/guidelines issued there under;

and based on the above examination, we hereby report that, during the Review Period the Compliance status of the listed entity is appended as below:

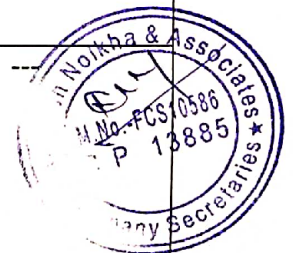


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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The Compliance of the Listed entity are in accordance with the applicable secretarial Standards (SS) issued by the institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	---
2.	<p>Adoption and timely updation of the Policies:</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 have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	---
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website; Timely dissemination of the documents/information under a separate section on the website; 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. 	Yes	---
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.</p>	Yes	---
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t. :</p> <p>(a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	N.A.	The Listed Entity does not have any subsidiaries.

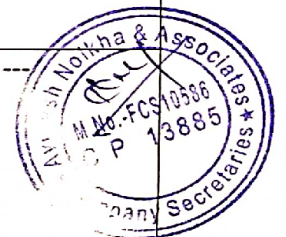



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6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	---
7.	Performance Evaluation: 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.	Yes	---
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;	Yes	---
	(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.	N.A.	The Company has obtained the prior approval of the Audit Committee for all Related Party transactions.
9.	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	N.A.	There was no action taken either by SEBI or Stock Exchange (s) in the year 2023-





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	Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		2024
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	N.A.	There was no non-Compliance observed in the listed entity.

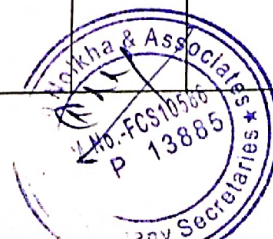
Compliances related to Resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: Not Applicable as there was no resignation of Statutory auditors in the Listed Entity during the review period. Further, the listed Entity does not have any Material subsidiary.

(a) The listed entity has complied with the provision 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:

Sr No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation Name / SEBI Circular Number.	Regulation Number/ Circular date	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations of the Practising Company Secretary in the Previous Reports	Observations made in the Secretarial Compliance reports for the year ended. (the Years are to be mentioned)	Comments of the Practising Company Secretary on the actions taken by the listed entity.	Management Response	Remarks
1.	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17(1) For the quarter ended September 2022 (Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020)	Quarter ended September 2022 Half of the Board was not Non-Executive [Regulation 17]	BSE Limited	Fine	Half of the Board was not Non-Executive [Regulation 17] (Two Independent director(s) have not been appointed on the board.)	5,42,800/- Rs.	It is Observed that Company has Appointed Two Additional Independent Director (Independent) on board on 05.12.2022 and company Also Applied for waiver Process under BSE Limited.	In the year 2023. It is Observed that Company were Received waiver from BSE Limited on 20/10/2023 In respect of fine levied by BSE limited.	Company has Appointed Two Additional Independent Director (Independent) on board on 05.12.2022 before migration of the Company from the BSE SME Platform to Mainboard of BSE Limited and NSE Limited. company were Also Received waiver From BSE Limited on 20/10/2023. * Before Migration (Regulation 17 to 27 Not Applicable to SME Companies)	Company had migrated from the BSE SME Platform to Mainboard of BSE Limited and NSE Limited on 18/01/2023. Before Migration (Regulation 17 to 27 Not Applicable to SME Companies) *Company had Also Complied Regulation 17(1) on 05.12.2022. company were Also Received waiver From BSE Limited on 20/10/2023.	Withdrawn of fines By BSE Limited on 20/10/2023.

Assumptions & Limitation of scope and Review:



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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 AVINASH NOLKHA & ASSOCIATES
Practicing Company Secretary



AVINASH NOLKHA
(Proprietor)

Date: 29.04.2024

Place: Bhilwara (Rajasthan) India

COP No.: 13885

Membership No.: F10586

UDIN: F010586F000265346

Peer Review No. 2753/2022

