

**Secretarial Compliance Report**  
**SEASONS TEXTILES LIMITED**  
**(CIN: L74999DL1986PLC024058)**  
**For the Year Ended 31/03/2022**

We Pramod Kothari & Co. Practicing Company Secretaries have 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 exchange,
- (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 31/03/2022 (“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; **Not Applicable to the company during reporting 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 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 and circulars/ guidelines issued there under;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) SEBI (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Reporting Period**);
- k) SEBI (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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

**PRAMOD KOTHARI & CO.  
COMPANY SECRETARIES**

S-7, Shreejee Complex, Sharma Market,  
Sector – 05, Noida (U.P.),  
Tel No. 0120-4249559/ 9873726758/8383959651  
Email ID: [ppdkothari71@gmail.com](mailto:ppdkothari71@gmail.com)/  
[cspramodkothari@gmail.com](mailto:cspramodkothari@gmail.com)

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from 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 there under:

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.
01	BSE Limited	regulation 6(1) of SEBI (LODR) Regulations, 2015	BSE vide its email dated 07/09/2021 has imposed a fine of Rs. 106200 ((incl. GST @ 18 %)	The Company has submitted its response dated 13/09/2021 that there was no violation of regulation since the company has the full-time company secretary cum compliance officer since 2010 to till the date of latter and requested to waive off the fine.  However, till date no correspondence from the BSE in this regard.
02	BSE Limited	Email dated September 14, 2021 and September 30, 2021, for non-compliant of regulation 33 of SEBI (LODR) Regulations, 2015	BSE vide its email dated 21/09/2021 has imposed a fine of Rs. 1,35,700 (incl. GST @ 18 %)	The Company has submitted its response dated 05/10/2021 and requested to waive off the fine on the ground due to human error company has submitted the Audited report instead of Limited Review report for the financial results for the quater ended 30/06/2021 on August 14, 2021 and subsequently filed the correct Limited review report for the financial year 30/06/2021.

				However, till date no correspondence from the BSE in this regard.
03	BSE Limited	Email dated February 05, 2021 and September 30, 2021, for non-compliant of regulation 33 of SEBI (LODR) Regulations, 2015 imposed a fine of Rs. 3,30,400 (incl. GST @ 18 %)	<p>Company has submitted the reply that and given reason that non – compliance has been arisen due to Maternity Leaves for Six Months taken by Ms. Kavita Rani Company Secretary cum compliance officer of our Company and Further in earlier 2020 there was complete lockdown in our Country due to COVID-19 pandemic on which Company’s corporate offices remains closed for longer period and still not functioning completely as before.</p> <p>In View of the COVID-19 hardships in our country there has been a steep decline in turnover, continued losses in operation and deterioration of financial position of the Company for past Years and Company is facing deep financial recessions. The turnover of the company for the financial year ended on 31-03-2020 was INR 33.58 Crs. and the turnover for nine months ended on 31-12-2020 was only INR 12.59 Crs. The Loss before tax for the financial year ended on 31-03-2020 was INR 49.21 Lakhs and the Loss before tax for 9 months ended on 31-12-2020 was (INR</p>	Company has submitted its response and requested to waive off the fine, however till date no correspondence from the BSE in this regard.

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			80.72 Lakhs) these statistics are showing that how deep financial stress is facing by the company and request to BSE to waive off the fine completely.	
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(d) The listed entity 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 31/03/2021	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
			None	

**For Pramod Kothari & Co.**  
Company Secretaries

**Pramod Kothari**  
Proprietor  
FCS No: 7091 CP No: 11532  
Noida, May 12, 2022  
Peer Review Certificate No. 852/2020  
**UDIN:** F007091D000307261