

SWADESHI POLYTEX LIMITED

REGD OFFICE: KJ-77, J- BLOCK. KAVI NAGAR, GHAZIABAD-201002 (U.P.)

TELE/FAX: +91-120-2701472, EMAIL: INFO@SPLINDIA.CO.IN,

WEBSITE: WWW.SPLINDIA.CO.IN

CIN: L25209UP1970PLC003320

Date: 20.05.2025

To,
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Ref: Scrip Code No. 503816

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish Annual Secretarial Compliance Report for the year ended March 31, 2025 issued by **CS Baldev Singh Kashtwal**, Practicing Company Secretaries.

Kindly take the same on record.

Thanking you.

Yours truly,

For **Swadeshi Polytex Limited**

Anuradha Sharma
Company Secretary



ANNUAL SECRETARIAL COMPLIANCE REPORT
of Swadeshi Polytex Limited
(CIN :L25209UP1970PLC003320)
for the Financial Year Ended on 31st March, 2025

[Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **CS Baldev Singh Kashtwal**, Practising Company Secretary having Membership Number FCS 3616 and Certificate of Practice Number 3169 have examined: -

- (a) All the documents and records made available to me and explanation provided by Swadeshi Polytex Limited ("**the listed entity**"),
 - (b) The filings / submissions made by the listed entity to the stock exchanges, viz. BSE Limited (BSE).
 - (c) Website of the listed entity: <https://www.splindia.co.in>.
 - (d) Other documents / filings, as may be relevant, which has been relied upon to make this certification,
- for the year ended on 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, 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 ("**SEBI Listing Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("**SEBI ICDR Regulations**");
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (**Not applicable during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable during the Review Period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable during the Review Period**);
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act, 2013, and dealing with client to the extent of securities issued; (**Not applicable during the Review Period**);
- (j) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018; (**Not applicable during the Review Period under review**);



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

(l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(m) Other applicable regulations and circular / 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 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	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023	Regulation 23 (9) of Listing Obligations and Disclosure Requirements (Regulations), 2015	Non-submission of related party transactions on consolidated basis for the half year ended on 31 st March, 2024	BSE Limited	Fines Levied by BSE Limited	Non-compliance with disclosure of related party transactions on consolidated basis for the half year ended on 31 st March, 2024.	Rs.3,54,000/-	The non-disclosure was an inadvertent oversight and not due to any malicious intent	The Company vide its mail dated July 29, 2024 has suitably replied to BSE Ltd. and requested to waive the penalty after depositing the Waiver Request Fee of Rs.11800/- on 29.07.2024. The same is pending with Listing Operation Team.	NIL



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

Sr. No.	Observations / Remarks of the Practising Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended on 31 st March, 2024.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Details of violations / 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

Not Applicable as there was no observations in previous report

- (c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements :-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	---
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 entity. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI. 	Yes	---
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. 	Yes	---



	<ul style="list-style-type: none"> 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 redirects to the relevant document(s) / section of the website. 		
4.	<u>Disqualification of Director(s):</u> None of the Directors of the listed entity is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	---
5.	<u>Details related to subsidiaries of listed entity :</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	N A	The listed entity does not have any subsidiary
6.	<u>Preservation of Documents:</u> 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.	<u>Performance Evaluation:</u> 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.	Yes	---
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (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	There was no such related party transaction during the financial year which require prior approval of the audit committee
9.	<u>Disclosure of events or information:</u> 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.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	---
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	BSE Limited has imposed a fine of Rs.3,54,000/- on the listed entity for non-compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015 for non-submission of related party transactions on consolidated basis for the half year ended on 31 st March, 2024. The Company has applied for waiver of the fine. The application of the listed entity is pending with Listing Operation Team.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries.</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed 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 the compliance with the provisions of the LODR Regulations by listed entity.	N A	The statutory auditors of the listed entity have not resigned during the financial year under review.
13.	<u>Additional non-compliances, if any :</u> No additional non-compliances observed for any of the SEBI Regulations / Circulars / Guidance note etc. except as reported above.	N A	No additional non-Compliances is observed

I further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of LODR Regulations – **N A**



ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of applicable laws and ensuring the authenticity of documents and information furnished are the responsibility of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) 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.

Signature : 
Name : **CS BALDEV SINGH KASHTWAL**
FCS No. : **3616**
C P No. : **3169**
ICSI – UDIN : **F003616G000376637**
Peer Review Certificate Number: **1205/2021**
ICSI- Unique Identification Code: **I1999DE144000**



Date : **May 19, 2025**
Place : **Delhi**