

# Candour Techtex Limited

(Formerly known as Chandni Textiles Engineering Industries Limited)

Regd Office: 108/109, T.V. Industrial Estate, 52, S.K.Ahira Marg, Worli, Mumbai-400030, Maharashtra, India

Office no: 022-24950328; Mobile no.: 9324802995 / 9324802991

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CIN: L25209MH1986PLC040119

Date: May 30, 2023.

To, The Listing Manager, The BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001  Scrip Code: 522292 Scrip Id: CANDOUR	To, The Listing Manager, Listing Department, The Metropolitan Stock Exchange of India Limited, Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai - 400070  MSEI Symbol: CANDOUR
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Dear Sir/Madam,

**Sub: Submission under Regulation - 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") - Annual Secretarial Compliance Report for the year ended March 31, 2023**

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by M/s. N. L. Bhatia & Associates, Practicing Company Secretaries.

The aforesaid information is also being placed on the website of the Company at [www.cteil.com](http://www.cteil.com)

Kindly take the same on record.

Thanking you,

Yours faithfully,

**FOR CANDOUR TECHTEX LIMITED**

JAYESH  
RAMNIKLAL  
MEHTA

Digitally signed by JAYESH  
RAMNIKLAL MEHTA  
Date: 2023.05.30 17:03:06  
+05'30'



**JAYESH RAMNIKLAL MEHTA**

**MANAGING DIRECTOR**

**DIN NO.: 00193029**

**Encl: As above.**



**N L BHATIA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

Tel. : 91-022-2510 0718  
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To,  
**The Board of Directors,**  
**Candour Techtex Limited**  
**108/109, T.V. Industrial Estate, 52 S.K.Ahira Marg, Worli,**  
**Mumbai, Maharashtra, India - 400030**

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the financial year 2022-23**

We have been engaged by **Candour Techtex Limited (Formerly known as Chandni Textiles Engineering Industries Limited)** (hereinafter referred to as the “Company”) bearing **CIN: L25209MH1986PLC040119** whose equity shares are listed on the **Bombay Stock Exchange Limited (“BSE”)** and the **Metropolitan Stock Exchange of India Limited (“MSEI”)** to conduct an audit in terms of Regulation - 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with BSE & NSE vide Notice no. 20230316-14 and 20230315-41 and Circular Reference No. NSE/CML/ 2023/21 and NSE/CML/2023/30 dated March 16, 2023 & April 10, 2023, respectively and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (“SEBI”) from time to time, and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report and auditing standards issued by the Institute of Company Secretaries of India (“ICSI”) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

**Date: May 30, 2023.**

**Place: Mumbai**

**For N. L. Bhatia & Associates**  
**Company Secretaries**  
**UIN: P1996MH055800**  
**P/R No.: 700/2020**





**Bhaskar Upadhyay**  
**Partner**

**FCS: 8663**

**CP. No.:9625**

**UDIN: F008663E000421427**

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**SECRETARIAL COMPLIANCE REPORT OF CANDOUR TECHTEX LIMITED**

**For the year ended March 31, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Candour Techtex Limited (Formerly known as Chandni Textiles Engineering Industries Limited)**, (hereinafter referred as “the listed entity”), having its Registered Office at **108/109, T.V. Industrial Estate, 52 S.K.Ahire Marg, Worli, Mumbai, Maharashtra, India - 400030**. 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 **March 31, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

We, **M/s. N L Bhatia & Associates, Practising Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Candour Techtex Limited (“the Company”)**.
- (b) the filings/ submissions made by the Company to the Stock Exchanges.
- (c) website (<https://cteil.com/>) of the Company.
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended **March 31, 2023** in respect of compliance with the provisions of:
  - i. The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), Rules made thereunder.
  - ii. The Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, Circulars and Guidelines issued thereunder, to the extent applicable to the Company:
    - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
    - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
    - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.



- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable on the Company.

and based on the above examination, **We hereby Report that**, during the review period :

- (a) The Company has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, 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 (Advisory/ Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Reg. 34	Non-Compliance	BSE Limited MS EI	Show Cause Notice	Non-Submission of the Annual Report within the period prescribed under this regulation for the financial year ending on March 31, 2022.	14,160/- each	The Company has duly replied to such SCN and has paid the fine.	Fine has been paid with BSE Limited & MSEI.	-

- (b) The Company 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 (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
NOT APPLICABLE										

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

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observation / Remarks by PCS
1.	<b>Compliances with the following conditions while appointing/ re-appointing auditor</b>		
	<p>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</p> <p>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</p> <p>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.</p>	N.A.	
2.	<b>Other Conditions relating to resignation of Statutory Auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material 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</p>	N.A.	



	<p>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>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. 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>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 its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
<b>3.</b>	<b>Obligations of the listed entity and its material subsidiary</b>		
	<p>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 18<sup>th</sup> October, 2019.</p>	N.A.	



c) We hereby report that, during the review period the compliance status of the listed entity is appended as below

S. No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
1.	<b><u>Secretarial Standard:</u></b> The compliances of listed entities are in accordance with the Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the Regulations / Circulars / Guidelines issued by SEBI</li> </ul>	Yes	
3.	<b><u>Maintenance and disclosures on Website:</u></b> <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 redirects to the relevant document(s) / section of the website.</p>	Yes	
4.	<b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section - 164 of Companies Act, 2013.	Yes	
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b> <p>(a) Identification of Material Subsidiary Companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	
6.	<b><u>Preservation of Documents:</u></b> 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.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the <b>start</b> of every financial year as prescribed in SEBI Regulations.	Yes	
8.	<b><u>Related Party Transactions:</u></b> (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.	Yes	
9.	<b><u>Disclosure of events or information:</u></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 there under.	Yes	
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation - 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> 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 there under.	N.A.	No action taken except as mentioned in point (a) 1 above.
12.	<b><u>Additional Non-compliances, if any:</u></b> No any additional non-compliance observed for all SEBI Regulation/Circular/Guidance Note etc.	N.A.	

**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

**Date: May 30, 2023.**

**Place: Mumbai**

**For N. L. Bhatia & Associates**

**Company Secretaries**

**UIN: P1996MH055800**

**P/R No.: 700/2020**



**Bhaskar Upadhyay**

**Partner**

**FCS: 8663**

**CP. No: 9625**

**UDIN: F008663E000421427**