

Candour Techtex Limited

(Formerly known as Chandni Textiles Engineering Industries Ltd)

Regd Office: 108/109, T.V. Industrial Estate, 52, S.K.Ahira Marg, Worli, Mumbai-400030, Maharashtra, India
Phone:022-24950328; Mobile no.: 9324802995 / 9324802991. Email: jrgroup@jrmehta.com; sales@cteil.com
CIN: L25209MH1986PLC040119

Date: May 27, 2024

To,
The Listing Manager,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001

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

Scrip Code: 522292
Scrip Id: CANDOUR

MSEI Symbol: CANDOUR

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year 2023-24 issued by M/s N L Bhatia & Associates, Practising Company Secretaries (Firm's Registration No. P1996MH055800).

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For Candour Techtex Limited

Jayesh R. Mehta
Managing Director
DIN: 00193029





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 2023-24

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.

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



Bhaskar Upadhyay
Partner
FCS: 8663
CP. No.: 9625
UDIN: F008663F000447915

Date: May 25, 2024
Place: Mumbai



SECRETARIAL COMPLIANCE REPORT OF CANDOUR TECHTEX LIMITED

For the financial year ended March 31, 2024

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.Ahira 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, 2024** 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, 2024** 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.
 - The Securities and Exchange Board of India (Registrar to an Issue and Share transfer Agents) Regulations, 1993; regarding the Companies Act, 2013 and dealing with the client.

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:-

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 Practising Company Secretary, if any.	Management Response	Remarks
1.	Prior intimation of Board Meeting pursuant to Reg. 29 of SEBI (LODR) Regulations, 2015	Reg. 29 of SEBI (LODR) Regulations, 2015	Failure to submit prior intimation to the Stock exchange	Metro politan Stock Exchange of India Limited (MSEI)	Show Cause Notice	Non-Submission of the Prior Intimation of the Board Meeting held on August 14, 2023	10,800/-	The Company has duly replied to the said SCN and has made payment of the fine.	Fine has been paid to MSEI.	-

(b) The Company 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 (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement	Details of violation / 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
N.A.						

Additional affirmations to be given by Practising Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) pursuant to BSE and NSE vide Notice No. 20230315-41 and Circular Reference No. NSE/CML/2023/21 dated March 16, 2023 are provided below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
1.	<p><u>Secretarial Standard:</u> The compliances of listed entities are in accordance with the Secretarial Standards (SS) issued by the Institute of Company Secretaries 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 entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the Regulations / Circulars / Guidelines issued by SEBI 	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></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 redirects to the relevant document(s) / section of the website.</p>	Yes	

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
4.	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section - 164 of Companies Act, 2013.</p>	Yes	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of Material Subsidiary Companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	
6.	<p><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</p>	Yes	
7.	<p><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 as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><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.</p>	Yes	
9.	<p><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 there under.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation - 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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.</p>	N.A.	No action taken except as mentioned in point (a) on Page No. 3 above

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity 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 compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	There is no instance of resignation of statutory auditors from the Company. Hence, disclosures in such respect, are not applicable to the Company.
13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI Regulation/Circular/Guidance Note etc.</p>	N.A.	The company does not have any additional non compliances.

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



(Signature)

Bhaskar Upadhyay
Partner
FCS: 8663
CP. No.: 9625
UDIN: F008663F000447915

Date: May 25, 2024
Place: Mumbai