

BHILWARA SPINNERS LTD.

CIN L17115RJ1980PLC008217

Regd. Office:

26, Industrial Area, Poxst Box No.6,
Gandhi Nagar, Bhilwara-311 001 (Rajasthan) India
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Bhilspin/2023-24/
June 24, 2024

ONLINE SUMISSION

To,
The General Manager – Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 514272
Bhilwara Spinners Limited

Sub: Secretarial compliance report 31.03.2024

Dear Sir,

We are herewith enclosing Secretarial Compliance Certificate as per Regulations 204(1) of the Companies Act.2013 for the year ended 31st March. 2024.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For : **BHILWARA SPINNERS LIMITED**

BHOPAL SINGH
CHOUHDARY
(**B.S. CHOUHDARY**)
CHIEF FINANCIAL OFFICER

Digitally signed by BHOPAL
SINGH CHOUHDARY

Date: 2024.06.24 14:49:58 +05'30'

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 3005202403133524	Date & Time	: 30/05/2024 03:13:35 PM
Scrip Code	: 514272		
Entity Name	: BHILWARA SPINNERS LIMITED		
Compliance Type	: Annual Secretarial Compliance Report (ASCR)		
Date of Report	: 30/05/2024		
Mode	: E-Filing		

SECRETARIAL COMPLIANCE REPORT
OF
BHILWARA SPINNERS LIMITED
For the year ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

We, R K Jain & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Bhilwara Spinners 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 31st March, 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, Circular, Guidelines issued thereunder and;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes –

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employees 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 Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the Review Period);





- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period);
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable for the period
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period);

and circulars/ guidelines issued thereunder 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:

Sr. No	PARTICULAR	COMPLAINEE STATUS (YES/ NO/ NA)	OBSERVATIONS/ REMARKS BY PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	Adoption and timely updation of the Policies: •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 Yes	-
3.	Maintenance and disclosures on Website: 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 No Yes	The Company is under process to Update the Records on the Website.
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-

[Handwritten Signature]



5.	To examine details related to Subsidiaries of listed entities: a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Listed Entity does not have any subsidiaries
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) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	N.A.	The Company has obtained the prior approval of 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	No	As informed by the listed entity, there was a Delay in submission of Outcome of the Board Meeting dated 23.05.2023.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	The Company has initiated the process for maintaining the Structured Digital database (SSD)
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 Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	The Bombay Stock exchange levied a fine of Rs. 82,000/- for late submission of Corporate Governance Report under Regulation 27(2) for the Quarter ended June-2023.
12.	Additional Non-compliances, if any:	No	-



No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		
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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

Sr. No	PARTICULAR	COMPLAINCE STATUS (YES/ NO/ NA)	OBSERVATIONS/REMARKS BY PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<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	No such event of resignation of the Statutory Auditors of the Company has been occurred during the review period.
2	Other conditions relating to resignation of statutory auditor		

Rajendra



	<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 information / noncooperation 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>ii. Disclosure 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>	<p>N. A</p>	<p>No such event of resignation of the Statutory Auditors of the Company has been occurred during the review period</p>
	<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 CircularCIR/CFD/CMD1/114/2019 dated 18th October,2019</p>	<p>N. A</p>	<p>No such events during the Audit Period</p>

[Handwritten Signature]



(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	Regulation 30 of SEBI (LODR) Regulations, 2015, regarding disclosures of events or information regarding outcome of Board Meeting.	Regulation 30 of SEBI (LODR) Regulations, 2015.	-	-	-	Delay in submission of Outcome of Board meeting to Stock Exchange for the Quarter ended on 31 st March, 2023 on 23.05.2023(Meeting Concluded at 04:00 P.M and Outcome Filed at 04:41 P.M)	-	Delayed Filing of the Outcome of the Board Meeting for the Quarter ended on 31 st March, 2023.	As informed by the listed entity, the Company had faced Connectivity and network issues of the internet at the time of submission.	
2	Regulation 27 (2) of SEBI (LODR) Regulations, 2015, regarding Submission of Corporate Governance Report.	Regulation 27 (2) of SEBI (LODR) Regulations, 2015	Notice	BSE	Fine	Delay in submission of Corporate Governance Report for the Quarter ended 30.06.2023	Rs. 82,000 / + 14760/-GST	BSE has Imposed the Fine of Rs.82,000/+ GST of 14760/-	The Company has duly paid the fine levied by the BSE Limited.	

[Handwritten Signature]



3.	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 regarding Quarterly Compliance Certificate for maintenance of SDD.	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	-	-	-	Delay in submission of the Quarterly Compliance Certificate for maintenance of SDD pursuant to Regulation 3(5) and 3(6) of the SEBI for the Quarter ended 31.03.2023, 30.06.2023 and 31.12.2023.	-	Delayed Filing of the Quarterly Compliance Certificate for maintenance of SDD for the Quarter ended 31.03.2023, 30.06.2023 and 31.12.2023	As informed by the listed entity, due precautions will be taken to avoid such delay in the future
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(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/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
-	-	-	-	-	-	NA	-	-	-	-

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 certify 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 R K Jain & Associates
Company Secretaries



CS R.K.Jain
Proprietor

Membership No.FCS - 4584

COP No.:5866

UDIN: F004584F000494007

Place: Bhilwara
Date:30.05.2024