

Secretarial Compliance Report of The Birla Cotton Spinning and Weaving Mills Limited for the year ended 31st March, 2022

I, Arun Kumar Soni, have examined :

- a) all the documents and records made available to us and explanation provided by The Birla Cotton Spinning and Weaving Mills Limited.
- 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 on 31st March, 2022 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;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
- 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*;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
 g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013*;
 h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 and circulars/ guidelines issued there under.

**These Regulations are not applicable on the Company during the Review Period.*

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:-


S.No.	Compliance Requirement	Deviation	Observation
1.	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding "100% Shareholding of promoter/ promoter group to be dematerialized form "	The Company's promoter shareholding is held in dematerialized form except 200 equity Shares.	-

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/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 thereunder:

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.
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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 report	Observations made in the secretarial compliance report for the year ended March 31,2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company's promoter shareholding is not held in dematerialized form.	The Company's promoter shareholding is held in dematerialized form except 200 equity Shares.	The Company has dematerialized 7,63,674 shares and rest 200 shares are in process of dematerialisation and shall be dematerialized shortly.	


(Arun Kumar Soni)
Company Secretary in Practice
ACS : 5441
CP No. : 1726

Date:- 27th May, 2022
Place:- New-Delhi