

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

Regd Office: Hindustan Times House, Mezzanine Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110001

CIN: L95000DL1920PLC099621, Phone:011- 66561206

Email I'd:-secretarial.ht@rediffmail.com, website:- www.birlacotton.com

26.05.2023

The Secretary
The Calcutta Stock Exchange Association Ltd.
7, Lyons Range,
Calcutta 700 001

Dear Sir,

Please find enclosed a copy of Secretarial Compliance Report of The Birla Cotton Spinning and Weaving Mills Limited from a Practicing Company Secretary for the year ended 31st March, 2023.

Please confirm receipt.

Thanking You,

Yours faithfully,
For The Birla Cotton Spinning & Weaving Mills Limited


Sanchi Sharma
(Company Secretary/Compliance Officer)

Encl: A/A

Secretarial Compliance Report of The Birla Cotton Spinning and Weaving Mills Limited for the year ended 31st March, 2023

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, 2023 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 and Sweat Equity) Regulations, 2021*;
- f) Securities and Exchange Board of India (Issue and Listing of non convertible securities) Regulations, 2021*;

- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations 1993.
and circulars/ guidelines issued there under.

**These Regulations are not applicable as there was no reportable event 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.
- b) The listed entity has taken the following actions to comply with the observations made in previous reports
- **Refer Annexure "A" annexed to the Report**
- c) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/CFD/CMD1/114/2019 issued by SEBI on 18th October, 2019 in term of appointment of Statutory Auditors.
- d) Further to the matter and as advised in NSE Circular Ref No.NSE/CML/2023/21 dated March 16,2023(as amended from time to time) and BSE Circular Ref No. 20230316-14 dated March 16,2023(as amended from time to time), following are the additional information which is the parts of ongoing Annual Secretarial Audit Report-

Sr. No	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standard</u> The Compliance of listed entities are in accordance with the Auditing Standard issued by ICSI namely CSAS-1 to CSAS-3	Yes	Nil
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulation are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI 	Yes	Nil

	Regulations and has been reviewed & timely updated as per theregulations/circulars/guidelines issued by SEBI		
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • 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 redirects to the relevant document(s)/ section of the website 	Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<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	Not Applicable as Company has no subsidiary	Nil
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	Nil
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 as prescribed in SEBI Regulations	Yes	Nil
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	Yes	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI (LODR) Regulations, 2015 within the time	Yes	Nil

	limits prescribed thereunder.		
10.	<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	Yes	Nil
11.	<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 thereunder	Yes	Nil
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil

Arun

(Arun Kumar Soni)

Company Secretary in Practice

ACS : 5441

CP No. : 1726

UDIN: A 005441 E 000390122

Date:- 26-8-2023

Place:- New-Delhi

Annexure "A"

The Listed entity 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	Details of Violations	Financial Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Rule 9A of the Companies(Prospectus and Allotment of Securities) Rules,2014	Companies(Prospectus and Allotment of Securities) Third Amendment Rules, 2018 with effect from 02-10-2018	The Company's Promoter shareholding is not held in dematerialised form.	The Promoters has dematerialised all their shareholding in the Company on 14.02.2023				Company has complied the provisions in respect of holding of promoters.		