BHILWARA SPINNERS LTD.
CIN L17115RJ1980PLC008217
Regd. Office:
26, Industrial Area, Poxt Box No.6,
Gandhi Nagar, Bhilwara-311 001 (Rajasthan) India
Ph : 01482 – 246601 Fax : 01482 – 246461
Email : bhilspinbs@gmail.com, Mobile : 94141 14972

Bhilspin/2025-26/
May 30, 2025

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: Annual Secretarial compliance report 31.03.2025

Dear Sir,

We are herewith enclosing Annual Secretarial Compliance Certificate as per Regulations 24A(2) of the SEBI (lord) regulation 2015 and applicable Companies Act.2013 for the year ended 31st March. 2025.

Kindly take the same on records.

Thanking you,

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

BHOPAL SINGH CHOUDHARY
Digitally signed by BHOPAL SINGH CHOUDHARY
Date: 2025.05.30 15:31:03 +05'30'

(B.S. CHOUDHARY)
CHIEF FINANCIAL OFFICER

R K Jain & Associates
Company Secretaries
5-A-25,"Shubham"
R C Vyas Colony
Bhilwara-311001
Rajasthan
+91 98 291 25844, 94 141 10844
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF BHILWARA SPINNERS LIMITED FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

(Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015)

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 exchange,

(c) Compliances made at the website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report for the year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circular, Guidelines issued thereunder and;

ii. 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;

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; **(Not applicable to the listed entity during the Review Period)**;

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)**

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f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the listed entity during the Review Period)**;

g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, **(Not Applicable for the period)**

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the Review Period)**;

k) Any other regulations and circulars/guidelines issued thereunder as may be applicable to the Company;

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	Compliance 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 updating 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 have 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	Yes No Yes	The Company is under process to Update the Records on the Website.

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	to the relevant document(s)/ section of the website		
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	---
5.	**Details related to Subsidiaries of listed entities been examined w.r.t.:** 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	None
	(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	Except as specified in table 'A'
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	Caution Letter for Non-Compliance of Structured Digital Database (SDD) observed in the company
11.	**Actions taken by SEBI or Stock Exchange(s), if any:**	NA	

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	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		No action taken during the review period.
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** 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 .	NA	No resignation of statutory auditor from the listed entity or any of its material subsidiaries happened during the financial year.
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	Specified in table 'A'

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(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(6) and Schedule III of SEBI (LODR) Regulations, 2015	Disclose to the Exchange within 30 Minutes of the Closure of Board Meeting	Delayed Submission	None	None	The Board Meeting Dated 11.11.2024 concluded on 4:45 P.M and Submit on 5:20:03 P.M i.e 5 Minutes late Submission to BSE.	None	The Company has submitted disclosure of Board meeting outcome after 30 minutes of the Closure of the meeting.	As informed by the listed entity, due precautions will be taken to avoid such delay in the future	None
2	Reg. 34 (1) Annual Report.	Regulation 34 of SEBI (LODR) Regulations, 2015	Delayed Submission	None	Clarification	Delay in Submission of Annual Report Under	None	Delayed Filling of the Annual Report Under	As informed by the listed entity, due	None

						Regulation 34(1) for year ended 31st March 2024		Regulation 34(1)	precautions will be taken to avoid such delay in the future.	
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	Non Submission	None	None	The Quarterly Compliance Certificate for maintenance of SDD pursuant to Regulation 3(5) and 3(6) of the SEBI for the Quarter ended 31.03.2024 was not submitted by the Company.	None	The Company has not submitted the Certificate to Exchange	As informed, Company is under process for the submission	None

(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 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.	None	None	None	Delay in submission of Outcome of Board meeting to Stock Exchange for the Quarter ended on 31st March, 2023 on 23.05.2023(Meeting Concluded at	None	Delayed Filing of the Outcome of the Board Meeting for the Quarter ended on 31st March, 2023	As informed by the listed entity, the Company had faced Connectivity and network issues of the internet at the time of submission.	-

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						04:00 P.M and Outcome Filed at 04:41 P.M)				
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	
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	None	None	None	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	None	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	

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.

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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

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CS R. K. Jain
Proprietor
FCS-4584, COP-5866
UDIN: F004584G000496746
Peer Review No. 1361/2021

Date- 29-05-2025
Place- Bhilwara