



May 24, 2023

## BTTL/

BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, **MUMBAI - 400 001** 

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2023

Dear Sir,

In compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by Mrs. Manisha Gupta of M/s. Manisha Gupta & Associates, Practicing Company Secretary for the financial year 2022-23.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For Bhilwara Technical Textiles Limited

Avinav Sharma Avinav Sharma Company Secretary, Compliance Officer and Chief Financial Officer

ACS-42599 Encl.: As above

## **Bhilwara Technical Textiles Limited**

Corporate Office : Bhilwara Towers, A-12, Sector-1 Noida - 201 301 (NCR-Delhi), India Tel. : +91-120-4390300 (EPABX) Fax : +91-120-4277841 Website: www.bttl.co.in

#### **Registered Office :**

LNJ Nagar, Mordi, Banswara - 327 001 (Raj.) India Tel. : +91-2961-231251-52, 231385, +91-2962-302400 Fax : +91-2961-231254 Website: www.lnjbhilwara.com GSTIN: 08AADCB5709M1ZF

MANISHA GUPTA & ASSOCIATES COMPANY SECRETARIES WZ-1003, Hnd Floor, Rani Bagh, Delhi-110034 Ph: - 011-45053912 Mobile: - 9911662021,9911433045 E-mail : manisha.pcs@gmail.com

## ANNUAL SECRETARIAL COMPLIANCE REPORT

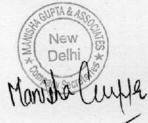
Secretarial compliance report of Bhilwara Technical Textiles Limited for the year ended 31<sup>st</sup> March,2023.

I, Manisha Gupta, proprietor of M/s Manisha Gupta & Associates, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by **Bhilwara Technical Textiles 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 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:
- (1) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (2) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have beenexamined, 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; Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; NotApplicable
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable
- (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;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Other regulations as applicable

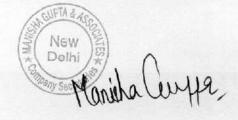


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and circulars/ guidelines issued there under;

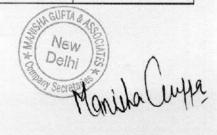
and based on the above examination, I/We-hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| S.No. | Particulars   | Compliance<br>Status<br>(Yes/No/NA) | Observations<br>/Remarks by<br>PCS* |
|-------|---|-------------------------------------|-------------------------------------|
| 1.    | Secretarial Standards:<br>The compliances of the listed entity are in accordance<br>with the applicable Secretarial Standards (SS) issued<br>by the Institute of Company Secretaries India (ICSI),<br>as notified by the Central Government under section<br>118(10) of the Companies Act, 2013 and mandatorily   | YES                                 | N.A.                                |
| 2.    | applicable. Adoption and timely updation of the Policies:   | YES                                 | N.A.                                |
|       | All applicable policies under SEBI Regulations are<br>adopted with the approval of board of directors of the<br>listed entities   |                                     |                                     |
|       | All the policies are in conformity with SEBI Regulations<br>and have been reviewed & updated on time, as per the<br>regulations/circulars/guidelines issued by SEBI   |                                     |                                     |
| 3.    | <ul> <li>Maintenance and disclosures on Website:</li> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/<br/>informationunder a separate section on the website</li> <li>Web-links provided in annual corporate governance<br/>reports under Regulation 27(2) are accurate and<br/>specific which re- directs to the relevant<br/>document(s)/section of the website.</li> </ul> | YES                                 | N.A.                                |



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| 4. | Details related to Subsidiaries of listed entities have   |      | N.A. |
|----|---|------|------|
|    | disqualified under Section 164 of Companies Act, 2013   |      |      |
| 5. | Details related to Subsidiaries of listed entities have<br>been examined w.r.t.:  | N.A. | N.A. |
|    | <ul> <li>Identification of material subsidiary companies</li> <li>Disclosure requirement of material as well as other subsidiaries</li> </ul>   |      |      |
| 6. | Preservation of Documents:  | YES  | N.A. |
|    | The listed entity is preserving and maintaining records<br>as prescribed under SEBI Regulations and disposal of<br>records as per Policy of Preservation of Documents and<br>Archival policy prescribed under SEBI LODR<br>Regulations, 2015. |      |      |
| 7. | Performance Evaluation:   | YES  | N.A. |
|    | The listed entity has conducted performance evaluation<br>of the Board, Independent Directors and the Committees<br>at the start of every financial year/during the financial<br>year as prescribed in SEBI Regulations.                      |      |      |
| 8. | Related Party Transactions:   | YES  | N.A. |
|    | a) The listed entity has obtained prior approval of<br>Audit Committee for all related party transactions;<br>or  |      |      |
|    | b) The listed entity has provided detailed reasons along<br>with confirmation whether the transactions were<br>subsequently approved/ratified/rejected by the Audit<br>Committee, in case no prior approval has been<br>obtained.             | N.A. | N.A. |
|    |   |      |      |



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| 9.  | Disclosure of events or information:  | YES | N.A. |
|-----|---|-----|------|
|     | 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.  |     |      |
| 10. | Prohibition of Insider Trading:The listed entity is in compliance with Regulation 3(5)& 3(6) SEBI (Prohibition of Insider Trading)Regulations, 2015.  | YES | N.A. |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any:<br>No action(s) has been taken against the listed entity/ its<br>promoters/ directors/ subsidiaries either by SEBI or by<br>Stock Exchanges (including under the Standard<br>Operating Procedures issued by SEBI through various<br>circulars) under SEBI Regulations and circulars/<br>guidelines issued thereunder except as provided under<br>separate paragraph herein. | YES | N.A. |
| 12. | Additional Non-compliances, if any:<br>No additional non-compliance observed for any SEBI<br>regulation/circular/guidance note etc.   | Yes | N.A. |

And based on the above examination, we 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. There were no instances for actions to be taken against the Company/ 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.

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|  |  | Compliance<br>Requirement<br>(Regulations/<br>circulars/guide-<br>lines including<br>specific clause) | Regulation/<br>CircularNo. | Deviations | Action<br>Taken<br>by | Type of<br>Action | Details of<br>Violation | Fine<br>Amount |  | Manage-<br>ment<br>Response | Remarks |
|--|--|---|----------------------------|------------|-----------------------|-------------------|-------------------------|----------------|--|-----------------------------|---------|
|--|--|---|----------------------------|------------|-----------------------|-------------------|-------------------------|----------------|--|-----------------------------|---------|

# (b) The listed entity was not required to take any action(s) on compliance as there were no observation(s) in the previous report issued for the Financial Year 2021-22.

| (Regulations/<br>circulars/guide-<br>lines including<br>specific clause)       by       Remarks of<br>the<br>Practicing<br>Company<br>Secretary |
|---|
|---|

For Manisha Gupta & Associates

Practicing Company Secretary

Manisha Ciuffac

Manisha Gupta

M. No. F6378

**COP NO. 6808** 

New

Delhi

Date: - 16<sup>th</sup> May, 2023 Place: - Delhi UDIN: F006378E000290530