

PANKHURI MATHUR & ASSOCIATES



Company Secretaries

Office: H-104, Amrapali Zodiac, Sector-120,

Noida, Uttar Pradesh – 201301

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S B C C FUBA INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

I, Pankhuri Mathur, Company Secretary in Practice, based on our verification of the information provided by the company, its officers, agents and authorized representatives about company's books, papers, minute books, forms and return filed and other records maintained by the company during the conduct of examination report that :

- a) all the documents and records made available to me and explanation provided by M/s B C C Fuba India Limited (CIN : L51395HP1985PLC012209) ("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 31.03.2022 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;

(i) other regulations as applicable and circulars/ guidelines issued thereunder;

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:-

Sr. No	Compliance Requirement (Regulations! circulars! guidelines including specific clause)	Deviations	Observations! Remarks of the Practicing Company Secretary
1	Regulation 31 (2) of SEBI (LODR) 2015	The promoter Group shareholding is not in Demat form as per Corporate Governance report .	As informed by the management, the company has not received any request from the shareholder Hans Kolbe & Co, (Germany based foreign promoter) for demat of shares.
2.	Regulation 29(2)/29(3) of SEBI (LODR) Regulations 2015- A listed company is required to give prior intimation to the stock exchanges about the meeting of the Board.	The Company Delayed compliance with the said requirement of Listing Regulations for the Meeting of the Board held on August 14, 2021.	As informed by the management, pursuant to Notice received from BSE due fine was paid by the company to make the default good.

3.	SEBI (Prohibition of Insider Trading) Regulations 2015	<p>1. Invocation of Pledge of 10,00,000 equity shares on 28.07.2021 by Mr. Lokesh Tayal promoter of the company during the closure of trading window.</p> <p>2. Acquisition of 47000 equity shares on 30.07.2021 by Nikita Bhardwaj, promoter of the company during the closure of trading window.</p> <p>3. Acquisition of 7,00,000 equity shares on 30.07.2021 by Abhinav Bhardwaj, promoter of the company during the closure of trading window.</p>	<p>1. As informed by the management, the pledgee has invoked pledge pursuant to the loan agreement entered on 24.06.2019 in which it is mentioned that in case of failure in repayment of loan by 23rd June, 2021, the shares shall be transferred in the name of pledgee.</p> <p>2. As informed by the management, as per Company's Prohibition of Insider Trading policy, no trading plan was required to be submitted to the compliance officer if the value of transaction was less than Rs 10 Lacs.</p> <p>3. As informed by the management, the transaction was an off market transaction and the shares were acquired at a price below the market price of the share.</p>
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(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 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.
1.	SEBI as per Regulation 29(2)/29(3) of SEBI (LODR) Regulations 2015	Delay in furnishing prior intimation about the meeting of the Board of Directors for the meeting held on 14.08.2021 for financial results.	Fine imposed of Rs 10,000/- that is Rs 11800 inclusive of GST @18%	The payment of fine has been made by the company.
2.	Regulation 31 of SEBI (LODR) Regulations 2015	Discrepancy in shareholding pattern for the quarter ended 31.03.2022.	NIL	As confirmed by the management, the discrepancy is in the process of being rectified by the company as on the date of this report.

(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 reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		No Observation		

I further report that there was no event of resignation of statutory Auditor of the company during the review period and as such, the compliance of Clause 6(A) and 6(B) of the circular No CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of Statutory Auditors from listed entities and their material subsidiaries" is not applicable during the Review period.

Place: Noida

Date: 30.05.2022

**For Pankhuri Mathur & Associates
Company Secretaries**

Pankhuri Mathur

M. No. FCS 10301

COP: 12559

UDIN: F010301D000432415

DISCLAIMER NOTE: During the challenging time of COVID 19 outbreak, I could not examine physical documents, records etc of the company and this report has been undertaken to the best of my capability based on e-verification of scans, soft copies, information, confirmations, records and documents made available to me by the management.