

PANKHURI MATHUR & ASSOCIATES



Company Secretaries
Office: B 2, B 37, B -Block,
Shalimar Garden ,
Ghaziabad,
Uttar Pradesh – 201005
Email: pankhuri1705@gmail.com
Mob - 9990794604

SECRETARIAL COMPLIANCE REPORT

OF

B C C FUBA INDIA LIMITED CIN: L51395HP1985PLC012209

FOR THE YEAR ENDED 31ST MARCH, 2024

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 31st March, 2024 ("Review Period") 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; **Not Applicable**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **Not Applicable**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

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

and based on the above examination, I hereby report that, during the Review Period:

I. a) The Listed entity has complied with the provisions of the above regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below:

| S No | Compliance requirement (Regulations /circulars/ guidelines including specific clause | Regulations /Circular No | Deviations | Actions taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practising Company Secretary | Management Response | Remarks |
|------|--|--------------------------|------------|------------------|----------------|----------------------|-------------|---|---------------------|---------|
| NIL | | | | | | | | | | |

b) The Listed entity has complied with the provisions of the above regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below:

| S No | Observation remarks of the Practising Company Secretary in the previous report | Observation made in the secretarial compliance report for the year ended(the years to be mentioned) | Compliance requirement | Details of Violation /deviations and actions taken /penalty imposed , if any, on the listed entity | Remedial Actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|------|--|--|------------------------|--|--|---|
| NIL | | | | | | |

II: I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr No | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|-------|--|-------------------------------|-----------------------------|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p> | Yes | NIL |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • 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 has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI | Yes | NIL |
| 3. | <p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website.</p> <p>Timely dissemination of the documents/ information under a separate section on the website.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</p> | Yes | NIL |

| | | | |
|----|--|------|---|
| 4. | <p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | NIL |
| 5. | <p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | N.A. | The company does not have any subsidiary. |
| 6. | <p>Preservation of Documents:</p> <p>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.</p> | Yes | NIL |
| 7. | <p>Performance Evaluation:</p> <p>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</p> | Yes | NIL |
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(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.</p> | Yes | NIL |

| | | | |
|-----|--|-----|-----|
| 9. | <p>Disclosure of events or information:</p> <p>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.</p> | Yes | NIL |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | NIL |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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.</p> | Yes | NIL |
| 12. | <p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p> | Yes | NIL |

III: Compliances related to resignation of statutory Auditors from listed entities and their material subsidiaries as pe SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October,2019:

| Sr No | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|-------|--|-------------------------------|-----------------------------|
| 1. | Compliances with the following conditions while appointing / re-appointing an Auditor | | |
| | <p>i) If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter.</p> <p>ii) If the auditor resigns after 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter.</p> <p>iii) Notwithstanding the above, if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | N.A | NIL |
| 2. | Other conditions relating to resignation of Statutory Auditor | | |

| | | | |
|--|---|-----|-----|
| | <p>i) Reporting of concerns with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which may hamper the audit process, the auditor shall approach the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee. In</p> | NA. | NIL |
|--|---|-----|-----|

| | | | |
|--|---|--|--|
| | <p>cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor shall inform the Audit Committee of the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c) On receipt of such information from the auditor relating to the proposal to resign as mentioned above, the Audit Committee / board of directors, as the case may be, shall deliberate on the matter and communicate its views to the management and the auditor.</p> <p>(ii) Disclaimer in case of non-receipt of information: In case the listed entity/ its material subsidiary does not provide information required by the auditor, to that extent, the auditor shall provide an appropriate disclaimer in the audit report, which may be in accordance with the Standards of Auditing as specified by ICAI / NFRA.</p> | | |
|--|---|--|--|

| | | | |
|----|---|-----|-----|
| 3. | The Listed entity/ material subsidiary has obtained information from the Auditor upon resignation in the format as specified in Annexure A in SEBI Circular CIR /CFD/CMD1/114/2019 dated 18.02.2019. | N.A | NIL |
|----|---|-----|-----|

Assumptions and Limitation of Scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of 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 and expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Listed entity.
4. The report is solely for the purpose of compliance in terms of Regulation 24 A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Pankhuri Mathur & Associates
Company Secretaries**

**Date: 18.05.2024
Place: Ghaziabad**

**Pankhuri Mathur
M. No. FCS 10301
COP: 12559
PRCN: 2784/2022
UDIN: F010301F000397160**