



Date: 28-05-2024

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 542669

To,
The Manager
Listing Department
The Calcutta Stock Exchange Limited
Lyons Range,
Kolkata – 700 001
Scrip Code: 12141- CSE

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024 as per SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

Pursuant to Regulation 24A of SEBI LODR, 2015 and read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024 from the Practicing Company Secretary for your records and reference.

Kindly acknowledge the receipt of the same.

Yours faithfully,
For **BMW INDUSTRIES LIMITED**

Vikram Kapur
Company Secretary

To
The Board of Directors
BMW Industries Limited
CIN- L51109WB1981PLC034212
119, Park Street,
White House, 3rd Floor,
Kolkata - 700016

Subject: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir/ Madam,

I have been engaged by M/s BMW Industries Limited (hereinafter referred to as “the Company”) bearing CIN- L51109WB1981PLC034212 whose equity shares are listed on Calcutta Stock Exchange (Scrip Code- 12141- CSE) and BSE Limited (Scrip Code- 542669) to conduct an audit in terms of Regulations 2015 as amended read with SEBI’s Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

The audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed herewith.

Place: Kolkata

Date: 28th May, 2024

For Shikha G & Associates
Company Secretaries

Shikha Gupta

Shikha Gupta
Proprietor
FCS-7666
CP No.-26610

Peer Review Certificate no. 4238/2023
UDIN: F007666F000466181





**SHIKHA G &
ASSOCIATES**
COMPANY SECRETARIES

DIAMOND HERITAGE
6TH FLOOR, UNIT: 603
16, STRAND ROAD
KOLKATA 700 001
(+91) 78900 10012
shikhagupta.cs@gmail.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT
of**

BMW Industries Limited

(CIN - L51109WB1981PLC034212)

For the Financial Year Ended 31st March, 2024

{Pursuant to Regulation 24(A) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015}

Secretarial compliance report of "BMW Industries Limited" for the year ended 31st March, 2024

I have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. BMW Industries 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 **31st March, 2024** ("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, circulars, guidelines issued thereunder; and
 - II. 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:

- I. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- II. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable as there was no reportable event during the financial year under review;**
- III. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- IV. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as there was no reportable event during the financial year under review;**
- V. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- VI. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable as there was no reportable event during the financial year under review;**
- VII. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations 2013- **Not Applicable as there was no reportable event during the financial year under review;**
- VIII. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- IX. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer



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- Agents) Regulations, 1993;
 X. (other regulations as applicable)
 and circulars/guidelines issued thereunder;
 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. | 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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | |
| 2. | Adoption and timely updation of the Policies: <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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3. | Maintenance and disclosures on Website: <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 re-directs to the relevant document(s)/ section of the website | Yes | |
| 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 have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes | |
| 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/during the financial year as prescribed in SEBI Regulations. | Yes | |

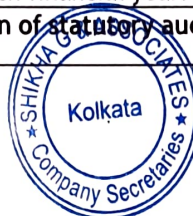


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|-----|---|-----|---|
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | |
| 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. | Yes | |
| 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 | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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. | NA | There is no such event during the year under review |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc. | NA | There is no such event during the year under review |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per 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 | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | No Auditor has resigned within 45 days from the end of a quarter of a financial year |
| 2. | Other conditions relating to resignation of statutory auditor | | |



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|----|--|----|---|
| | <p>i. Reporting of concerns by Auditor 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 has hampered the audit process, the auditor has approached 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 has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | NA | No concerns were reported by the Auditor to the Listed entity as the Auditor has not resigned |
| 3. | The listed entity / its 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 th October, 2019. | NA | The Auditor has not resigned |

(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: NA

| 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. | | | | | | | | | | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



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| Sr. No | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Regulation/Circular No. | Deviation | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|-------------------------|-----------|-----------------|----------------|----------------------|-----------------------|--|--|---------|
| 1. | Non-compliance with disclosure of related party transactions on consolidated basis. | Regulation 23 (9) | | BSE Limited | Fine | Late submission | Rs. 5,000/- + 18% GST | The company shall ensure to pay fine amount in time | The company has paid the fine amount in time | |

Place: Kolkata

Date: 28th May, 2024

For Shikha G & Associates
Company Secretaries

Shikha Gupta

Shikha Gupta
Proprietor
FCS-7666
CP No.-26610

Peer Review Certificate no. 4238/2023
UDIN: F007666F000466181

