



M & A Associates A Firm of Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF BURNPUR CEMENT LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I/We **M & A Associates** have examined:

- i. all the documents and records made available to us and explanation provided by **BURNPUR CEMENT LIMITED** ("the listed entity" or "the Company"),
- ii. the filings/ submissions made by the listed entity to the stock exchanges,
- iii. website of the listed entity,
- iv. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **MARCH 31, 2025** ("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) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **To the extent applicable to the Company**
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **To the extent applicable to the Company**
- (d) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the Company during the Review Period**
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the Review Period**



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

(g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; **To the extent applicable to the Company**

I. (**) 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/ guide- lines 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.	SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	42(2)	Delay in intimating the record date of the corporate action through the scheme of Reduction of Equity Share Capital	PCS	Advisory	There was a delay of 1 day in intimating the record date of the corporate action through the scheme of Reduction of Equity Share Capital as it was intimated on 21.01.2025 but the same was required to be intimated on 20.01.2025 so that the gap	-	There was a delay of 1 day in intimating the record date.	The Management shall refrain from such event in future.	-



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						between the date of intimation (i.e. 21.01.2025) and the record date (30.01.2025) is 7 (seven) working days.				
2.	SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	18(1)	Constituted the Audit Committee with only 1 (one) Independent Director for 22 days.	NSE BSE	Penalty of Rs. 2,69,040/- each imposed by NSE and BSE	After cessation of Shri Pravezh Hayat (Independent Director) i.e. 30.09.2024, the composition of Audit Committee was restructured on 23.10.2024 and therefore during these 22 days (i.e. between 30.09.2024 and 23.10.2024) the Audit Committee had only one Independent Director whereas at least Two-thirds of the members of audit committee shall be	Rs. 2,69,040/- each imposed by NSE and BSE	The Audit Committee had only 1 Independent Director whereas 2/3 rd (i.e. 2) of the members of audit committee shall be independent directors.	The Management shall refrain from such event in future.	-



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						independent directors.				
3.	SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	19(2)	The chairperson of the Company was appointed to chair the Nomination and Remuneration Committee	NSE BSE	Penalty of Rs. 2,69,040/- each imposed by NSE and BSE	The chairperson of the Company, whether executive or non-executive, shall not chair the Nomination and Remuneration Committee	Rs. 2,69,040/- each imposed by NSE and BSE	Same person cannot act as chairperson of the Company and Nomination and Remuneration Committee.	The Management shall refrain from such event in future.	

II. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks 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)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	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						

III. I/We 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		



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	the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	The Company has complied the same.
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	The Company has complied the same.
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	The Company has complied the same.
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	None of the Directors are disqualified.
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	N.A.	The listed entity does not have any Subsidiary and thus disclosure requirements of subsidiary are not required to be undertaken.



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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	The Company has complied the same.
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	The Company has conducted the performance evaluation of the Board, Independent Directors and the Committees during the year.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case No prior approval obtained 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	The listed entity has obtained 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.	YES	The Company has complied the same
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	The Company has complied the same.



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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 except as provided under separate paragraph herein (**).	NA	No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges except as stated above.
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	The auditor of the listed entity has not resigned during the period under review.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	No additional non-compliance has been observed.

IV. 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 my 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.
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.



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For M & A Associates
(A Firm of Company Secretaries)

CS Vivek Mishra
Partner
FCS No.: 8540 | COP: 17218
Peer Review No.: 2000/2022
UDIN: F008540G000388073

Date: 20.05.2025
Place: Kolkata

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