

**Secretarial compliance report of BURNPUR CEMENT LIMITED for the year
ended 31.03.2019**

I, Rajesh Ghorawat have examined:

- (a) all the documents and records made available to us and explanation provided by **Burnpur Cement 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,2019 ("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 there under, have been examined **to the extent of Acts/Provisions of the Acts applicable to Company**, 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) **Securities and Exchange Board of India(Registrars to an Issue and Share Transfer Agents) Regulations,1993**

and circulars/ guidelines issued thereunder;



RAJESH GHORAWAT
PRACTISING COMPANY SECRETARY

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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 6(1)-Notice from NSE	Failure to appoint Company Secretary as Compliance Officer	Company replied that they have appointed the Company Secretary as Compliance Officer from 14 th June 2017 and there was no changes have been done after that. NSE was satisfied with the reply by the Company and waived off the penalty imposed.
2.	Regulation 27(2)-Notice from NSE	Chairperson of Board was Chairperson of Nomination & Remuneration Committee.	The Company consulted NSE verbally regarding the issue and NSE instructed to reconstitute the Committee in the next Board Meeting and Proper Committee was reconstituted and approved by the Company in subsequent Board Meeting held on 27.07.18
3.	Regulation 17(1)-Notice from BSE & NSE	Failure to appoint woman Director from 12.1.19 to 16.1.19	Company wrote Previous woman director resigned on 12.10.18 & it took some time to find a suitable candidate for woman director. New appointed was done on 17.01.19 in its Board Meeting and requested to waive off the penalty. The violation was for 5 days only.



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far 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 there under:

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.
	Nil	Nil	Nil	Nil

- (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 31.3.19 (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
	Nil	Nil	Nil	Nil

Date: 10th May, 2019
Place: kolkata



RAJESH GHORAWAT

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