

**Secretarial compliance report of BURNPUR CEMENT LIMITED**  
**for the year ended 31.03.2020**

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 31<sup>st</sup> March,2020 ("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)



**RAJESH GHORAWAT**  
**PRACTISING COMPANY SECRETARY**

68, R.K.CHATTERJEE ROAD,  
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- 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;

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 17(1)-Composition of Board-Notice received from BSE in this respect.(March'19 Qtr)    | Failure to appoint woman Director                         | Company replied to BSE that Previous woman director resigned on 12.10.18 New appointment was done on 17.01.19 in its Board Meeting and requested to waive off the penalty. The violation was for 5 days only. |
| 2.    | Regulation 17(1)-Composition of Board- Notice received from NSE in this respect.( (March'19 QTR) | Failure to appoint woman Director from 12.1.19 to 16.1.19 | Company replied to BSE that Previous woman director resigned on 12.10.18.   |



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|   |  |   |  |
|---|--|---|--|
|   |  |   | New appointment was done on 17.01.19 in its Board Meeting and requested to waive off the penalty. The violation was for 5 days only. |
| 3 | Regulation 14-Payment of fees to stock exchange(s) | Delay in payment of Listing fees to NSE & BSE | Due to issues regarding fund, there was delay regarding the payment. Fees paid to NSE on 17.09.2019 & BSE on 21.10.2019.             |

- (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. |
|---------|-----------------|---|---|--|
|         | NSE             | Delay in Appointment of Woman Director. Reg 17(1) | Fine Rs 29,500/-  | Fine Paid on 31.10.19  |
|         | BSE             | -Do-  | Fine Rs.29,500/-  | Fine Paid on 18.01.20  |



# RAJESH GHORAWAT

PRACTISING COMPANY SECRETARY

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|  |     |   |                  |   |
|--|-----|---|------------------|---|
|  | NSE | Delay in submission of Financial Results for Qtr March-17. Reg-33 | Fine Rs.88,500/- | The NSE had imposed a fine of 9,46,244/- on the company but after successful hearing on 17 <sup>th</sup> October 2019, the National Stock Exchange of India has reduced the penalty amount to 88,500/-Fine Paid on 18.12.19 |
|--|-----|---|------------------|---|

(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 31.3.20<br>(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 |
|---------|--|--|--|--|
| 1       | Regulation 6(1)-   | Delay in sending Reconciliation of share capital audit report for Dec'18 Quarter                                     | Company submitted Reconciliation of share capital audit report timely with BSE but due to technical issue/error it was submitted on 18.2.19 for Q.E Dec'18 with NSE. | NIL  |
| 2       | Regulation 27(2)   | Chairperson of Board was Chairperson of Nomination & Remuneration Committee.   | After consulting NSE Proper Committee was reconstituted by the company and   | Compliance done subsequently.  |



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|   |                  |  |  |   |
|---|------------------|--|--|---|
|   |                  |  | approved in subsequent Board Meeting held on 27.07.18  |   |
| 3 | Regulation 6(1)  | Failure to appoint Company Secretary as Compliance Officer | The Company had already been appointed the Company Secretary as Compliance Officer from 14 <sup>th</sup> June,2017 and there was no change after that. NSE was satisfied by the reply of the Company | NIL   |
| 4 | Regulation 17(1) | Failure to appoint woman Director.Mar'19 quarter           | Issue was rectified by Listed entity and compliance was done. The non compliance was for 5 days only.  | Fine Imposed by SE paid and compliance also done. |

Date: 4th June, 2020

Place: Kolkata



*Rajesh Ghorawat*

RAJESH GHORAWAT

FCS No.:7226

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UDIN: F007226B000315567