



M & A Associates
A Firm of Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF BURNPUR CEMENT LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to Regulation 24A(2) 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"),
- 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 Report.

for the year ended **March 31, 2026** ("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**



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- (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**
- (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**

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

- 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:

S. No	Compliance Requirement (Regulations/ circulars/ guidelines)	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
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	including specific clause)									
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg-19(1)/19(2)	The chairperson of the Company was appointed to chair the Nomination and Remuneration Committee	BSE and NSE	Monetary Penalty	The chairperson of the Company, whether executive or non-executive, shall not chair the nomination and Remuneration Committee	Penalty of Rs. 1,84,080	The Composition of Nomination and Remuneration Committee was not in compliance with the requirement of Regulation 19(1) and 19(2) of the SEBI (LODR) Regulations 2015.	The Board of Directors advised that utmost care needs to be taken while ensuring compliances to avoid any such violations and the official concerned should exercise complete caution to avoid default in future.	
2.	SEBI (Listing Obligations and Disclosure	33(3)(d)	The listed entity submitted the	NSE and BSE	Monetary Fine imposed	M/s. Agarwal HP & Associates, Chartered Accountants,	Fine of Rs. 1,53,400 /- (waived	The delay constitutes non-compliance	The Management has approached for	-



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Requirement) Regulations, 2015	annual audited standalone financial results for the financial year ended March 31, 2025, with a delay of 38 days beyond the prescribed timeline.	resigned on May 27, 2025, citing inability to complete the audit. Consequently, the Company could not submit the audited financial results within the prescribed 60 days. Fines of Rs.1,53,400/- were imposed by NSE and BSE; however, the same were waived by the stock exchanges upon submission of a waiver application citing genuine reasons.	by NSE and BSE)	non-compliance with Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015.	waiver of fines which has been granted by the stock exchange on the ground that the non-compliance occurred was beyond the control of the management.
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3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	17(1A)	Mrs. Poonam Srivastava (DIN: 08576000), a Non-Executive Director, was re-appointed after attaining the age of 75 years without obtaining the prior approval from the shareholders by special resolution.	NSE and BSE	Monetary Fine	Noncompliance with the requirement of Regulation 17(1A) of the SEBI (LODR) Regulation 2015 that Mrs. Poonam Srivastava, an Independent Director of the Company was reappointed after attaining the age of 75 years without obtaining the prior approval of shareholders by Special Resolution.	Fine of Rs. 1,55,760/- each (initially imposed by NSE and BSE; subsequently reversed)	The reappointment of Mrs. Poonam Srivastava as an Independent Director of the Company beyond the age of 75 years without prior approval of shareholders by special resolution constitutes the non-compliance with Regulation	The Management filed an appeal before the SAT pursuant to a resolution passed by circulation dated 9th October 2025, and subsequently order of SAT passed in favour of the Company vide order dated 24.04.2026 and fines levied by stock exchanges were reversed by NSE and BSE.
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								on 17(1A) of the SEBI (LODR) Regulati on 2015. The manage ment of the Compan y has been taken over by an ARC Compan y named UV Asset Reconstr uction Compan y Ltd. (UVARC L) which is vested with powers under sections, 9, 15 and		
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								16 of the SARFAE SI Act to appoint, reappoint or recommend directors to the Board. The Provisions of SARFAE SI Act override other laws to the extent of inconsistency due to its non-obstante clauses. Considering the overriding effect of		
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								SARFAE SI Act and subsequ ent reversal of fines by the Stock Exchang es, the matter stands resolved.		
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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 31 st March 2025	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
i.	Delay in intimating the record date of the corporate	There was a delay of 1 day in intimating	Regulation 42(2) of SEBI (Listing Obligations	There was a delay of 1 day in intimating the record	The Management shall refrain	The Company has noted the delay and initiated steps



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	action through the scheme of Reduction of Equity Share Capital	the record date.	and Disclosure Requirement) Regulations, 2015	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 between the date of intimation (i.e. 21.01.2025) and the record date (30.01.2025) is 7 (seven) working days.	from such event in future.	to ensure compliance with Regulation 42(2) of SEBI (LODR) Regulations, 2015. The instance appears isolated and the corrective action taken is considered adequate.
ii.	Constituted the Audit Committee with only 1 (one) Independent Director for	The Audit Committee had only 1 Independent Director whereas 2/3 rd (i.e. 2) of the	Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirement)	After cessation of Shri Pravezh Hayat (Independent Director) i.e. 30.09.2024, the	The Management shall refrain from such event in future.	The Audit Committee has been reconstituted and the Company is now in



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	22 days.	members of audit committee shall be independent directors.	Regulations, 2015	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 independent directors.		compliance. The instance was temporary.
iii	The chairperson of the Company was appointed to	Same person cannot act as the chairperson of the Company and	Regulation 19(2) of SEBI (Listing Obligations and Disclosure	The chairperson of the Company, whether executive or non-	The Management shall refrain from such event in future.	The Company has subsequently rectified the composition of the Nomination



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chair the Nomination and Remuneration Committee	Nomination and Remuneration Committee.	Requirement) Regulations, 2015	executive, shall not chair the Nomination and Remuneration Committee		and Remuneration Committee; however, strict adherence to Regulation 19(2) of SEBI (LODR) Regulations, 2015 is advised in future.
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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 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.



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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: <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	None of the Directors are disqualified.



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5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (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.
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	Yes Not Applicable	- No such instances observed



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	subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.		
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.
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	i. Regulation 19(1) & 19(2): Non-compliance in constitution of the Nomination and Remuneration Committee, as the Chairperson of the Company was appointed to chair the Nomination and Remuneration Committee. Monetary penalty was imposed by NSE and BSE.



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			<p>ii. Regulation 33(3)(d): Delay in submission of annual audited standalone financial results for FY ended March 31, 2025 (delay of 38/39 days) due to resignation of statutory auditors. Monetary penalties were imposed by NSE/BSE; however, the same were subsequently waived/reversed upon representation.</p> <p>iii. Regulation 17(1A): Re-appointment of a Non-Executive Director (above 75 years) without obtaining the prior approval of shareholders by Special</p>
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			Resolution. Monetary penalties were imposed by NSE and BSE and later reversed, considering the applicability of the SARFAESI Act.
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.	Yes	M/s. Agarwal HP & Associates, Chartered Accountants, tendered their resignation on May 27, 2025, citing their inability to complete and submit the audited financial statements for the said financial year.
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.



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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.

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

Date: 18.05.2026

Place: Kolkata

CS Vivek Mishra
Partner
FCS No.: 8540 | COP: 17218
Peer Review No.: 2000/2022
UDIN: F008540H000397797