

REF: BBFCB/BSE/2019-20

30TH MAY, 2019

To,

**BOMBAY STOCK EXCHANGE LTD.
CORPORATE RELATIONSHIP DEPARTMENT
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET
MUMBAI-400001**

SCRIP CODE: 511501

**SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT PURSUANT TO REGULATION 24A OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015 FOR THE
FINANCIAL YEAR ENDED 31ST MARCH 2019**

Dear Sir / Madam,

With reference to the compliance of Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 we are enclosing herewith the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2019 duly signed by **Kavita Pamnani & Associates, Practicing Company Secretary having CP no. 11099.**

This is for your information and records please.

**Thanking you,
Yours Faithfully,**

For Bharat Bhushan Finance and Commodity Brokers Ltd.

Bharat Bhushan Finance
Commodity Brokers Ltd

Piyush
**(Piyush Kumar)
Company Secretary**

Encls: as above

KAVITA PAMNANI & ASSOCIATES
COMPANY SECRETARIES
A - 104, LOWER GROUND FLOOR,
AMAR COLONY,
LAJPAT NAGAR - IV
NEW DELHI – 110024
Phone: 011 - 41576217
Mob: 9811676217

**SECRETARIAL COMPLIANCE REPORT OF
FOR THE YEAR ENDED 31ST MARCH, 2019**

To,
Board of Directors
Bharat Bhushan Finance and Commodity Brokers Limited
503, Rohit House, 3, Tolstoy Marg,
New Delhi 110001

Dear Sir,

I, Kavita Pamnani & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Bharat Bhushan Finance and Commodity Brokers Ltd. (“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 thereunder, have been examined, include:-



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- (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; **(Not applicable for the F.Y 2018-19)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the F.Y 2018-19)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the F.Y 2018-19)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the F.Y 2018-19)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations as applicable and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)
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/ Guidelines including Specific Clause)	Requirement Circulars/ Specific	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NA		NA	NA



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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our 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 thereunder:

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.
1.	The Company had suitably replied the notice received from the SEBI (Securities and Exchange Board of India) within stipulated time period, dated as on 22.10.2018	Company has received the Show cause notice from SEBI (Securities and Exchange Board of India) regarding National Spot Exchange of India Limited dated 24.09.2018 pertains to Trade Contracts with E series and without E series till the financial year 2013-2014	Matter is pending with authority.	Suitably replied by Company.
2.	The Company had	Company has	Matter is pending	Suitably replied



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	suitably gives reply to notice as on 22.03.2019 i.e within stipulated time period	received a Show Cause Notice from EOW (Economic Offences Wing) dated 13.03.2019 on the aforesaid matter	with authority.	by Company.
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(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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(Note:

- 1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.*
- 2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations. E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of:*



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- *All the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.*

The observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Place: New Delhi
Date: 30.05.2019

For Kavita Pamnani & Associates, Company Secretaries

Kavita
Kavita Pamnani
(Prop)
FCS No.: 6288
C P No.: 11099

