



(Formerly Manaksia Industries Ltd.)
CIN: L27100WB2011PLC161235

Registered Office:
'Commerce House',
2A, G. C. Avenue,
Room No. 11, 2nd floor,
Kolkata – 700 013

Date: 29.05.2024

The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block 'G', Bandra-Kurla Complex, Bandra (E), <u>Mumbai – 400 051.</u> Symbol - <u>BKMINDST</u>	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai – 400 001</u> Scrip Code : <u>539043</u>
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Dear Sir,

Reg: Submission of Secretarial Compliance Report from Practicing Company Secretary under Regulation 24A (2) of the Securities and Exchange Board of India (LODR) Regulations, 2015 for the year ended on March 31, 2024

As per requirement of Regulation 24A (2) of the Securities and Exchange Board of India (LODR) Regulations, 2015, we are sending herewith a copy of the Report issued by Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary for the year ended on March 31, 2024.

Please acknowledge the receipt of the above.

Thanking You,

Yours faithfully,

For BKM Industries Limited

Aditya Fogla
Company Secretary & Compliance Officer

**Secretarial Compliance Report of BKM Industries Limited for the year ended 31st March,
2024**

[Under regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

I, Santosh Kumar Tibrewalla, Practicing Company Secretary have examined:

- a. all the available documents and records were shown to me and explanation provided by M/s. BKM Industries Limited having its registered Office at “Commerce House”, 2nd Floor, 2A G C Avenue, Kolkata - 700 013 (“the Company”),
- b. the filings / submissions made by the Company to the Stock Exchanges,
- c. website of the Company,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2024 in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- ii. 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”);
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- v. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- vi. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- vii. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018;
- viii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- ix. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder.

I 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.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	No	Partially complied by the new Board (RA)
2.	<u>Adoption and timely updation of the Policies:</u> • 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 has been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	Delayed adoption of the policies by the new Board (RA)



3.	<u>Maintenance and disclosures on Website:</u> <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. 	<p>Yes</p> <p>No</p> <p>No</p>	<p>Delayed compliance by the new Board (RA)</p>
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<p>No</p>	<p>NA</p>
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	<p>NA</p>	<p>NA</p>
6.	<u>Preservation of Documents:</u> 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.	<p>No</p>	<p>Could not verify since documents could not be made available to us</p>
7.	<u>Performance Evaluation:</u> 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.	<p>Yes</p>	<p>NA</p>
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or	<p>No</p>	<p>The Audit committee was formed by Board (new RA) on 22.3.2024. Hence approval for transactions prior to formation of Audit Committee were not taken.</p>



	(b) 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.	No	No Audit Committee meeting was held during fy 2023-24 subsequent to its formation.
9.	<u>Disclosure of events or information:</u> 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.	NA	NA
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NA	NA
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 (**).	Yes	Several penalties imposed for non-compliance of various rules / regulations of SEBI / SEs.
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p>
2.	Other conditions relating to resignation of statutory auditor		



<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>
<p>3. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>NA</p>

(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)	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.	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	SHP to be filed within 21 days from the end of the quarter. Status: Not Complied for quarter ended 30 th June, 2022, 30 th September, 2022, 31 st December, 2022 & 31 st March, 2023, June, 2023.	Not Applicable	Not Applicable	SHP not filed for the quarter ended 30 th June, 2022, 30 th September, 2022, 31 st December, 2022, 31 st March, 2023 & June, 2023.	Not ascertained	The shareholding pattern was not received by the RTA from both NSDL & CDSL due to non-payment of the outstanding fees of the depositories.	Penalties could not be ascertained since the e-mail id of the Company maintained by the erstwhile promoters was not accessible.	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.
2	Regulation 7(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 7(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Compliance in respect to share transfer facility to be filed within 30 days from the end of the financial year	Not Applicable	Not Applicable	Compliance in respect to share transfer facility not filed for financial year ended 31 st March, 2023.	Not ascertained	The report was not received by the RTA from both NSDL & CDSL due to non-payment of the outstanding fees of the depositories.	Penalties could not be ascertained since the e-mail id of the Company maintained by the erstwhile promoters was not accessible.	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.



			Status: Not complied for financial year ended 31 st March, 2023.							
3	Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	PCS compliance certificate for transfer/transmission, etc. to be filed within 30 days from the end of the financial year	Not Applicable	Not Applicable	Compliance certificate for transfer/transmission, etc. not filed for financial year ended on 31 st March, 2023.	Not ascertained	The report was not received by the RTA from both NSDL & CDSL due to non-payment of the outstanding fees of the depositories.	Penalties could not be ascertained since the e-mail id of the Company maintained by the erstwhile promoters was not accessible.	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.
			Status: Not Complied for financial year ended on 31 st March, 2023.							
4	Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations,	Regulation 76 of Securities and Exchange Board of India (Depositories and	PCS reconciliation of Share Capital Audit Report to be filed	Not Applicable	Not Applicable	Reconciliation of Share Capital Audit Report not filed for quarter	Not ascertained	The report was not received by the RTA from both NSDL & CDSL due to non-payment of the outstanding fees of the	Penalties could not be ascertained since the e-mail id of the Company maintained	Default in timely compliance after June'23 quarter. Prior compliance



	2018	Participants) Regulations, 2018	within one month from the end of the quarter. <u>Status:</u> Not Complied for quarter ended on 30 th June, 2022, 30 th September, 2022, 31 st December, 2022 & 31 st March, 2023, & June 2023.			ended on 30 th June, 2022, 30 th September, 2022, 31 st December, 2022 & 31 st March, 2023, & June 2023.		depositories.	by the erstwhile promoters was not accessible.	are waived by NCLT.
5	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity need to submit quarterly and year-to-date stand alone & consolidated financial results to the stock exchange within forty-five days of end of	Not Applicable	Not Applicable	Financial Results not filed for the quarter & year ended on 31 st March, 2021, 30 th June, 2022, 30 th September, 2022, 31 st December, 2022 and March 2023 & June,	Not ascertained	The accounts were not finalized & audited. Besides, the powers of Committee and Board Directors are suspended due to imposition of IBC and consequently no Committee/ Board meeting could not be held to approve the financial results.	Penalties could not be ascertained since the e-mail id of the Company maintained by the erstwhile promoters was not accessible.	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.



			each quarter, other than the last quarter. (Sixty days from the end of last quarter). Status: Not complied for quarter & year ended on quarter ended on 31 st March, 2021, 30 th June, 2022, 30 th September, 2022, 31 st December, 2022 and March 2023.			2023 .				
6	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	Transactions with related parties to be filed on the date of publication of its stand-alone and	Not Applicable	Not Applicable	Transactions with related parties did not comply for half year ended 31 st March, 2022, 30 th	Not ascertained	Since financial results of the Company were not prepared, the Company could not ascertain the related party transactions on half yearly basis.	Penalties could not be ascertained since the e-mail id of the Company maintained by the erstwhile promoters was not	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.



		Require ments) Regulati ons, 2015	consolid ated financial results of half year ended. Status: The Compan y did not comply for half year ended 31 st March, 2022, 30 th Septemb er, 2022 and 31 st March, 2023.			Septemb er, 2022 and 31 st March, 2023.			accessible.	
7	Regulation 13(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulati on 13(3) of Securities and Exchange Board of India (Listing Obligatio ns and Disclosu re Require ments) Regulati ons, 2015	Investor Grievanc es to be filed within 21 days from the end of the quarter. Status: Not Complie d for quarter ended 30 th June, 2022, 30 th Septemb er, 2022, 31 st Decembe r, 2022, 31 st	Not Applicab le	Not Applic able	Investor Grievanc es not filed for the quarter ended 30 th June, 2022, 30 th Septemb er, 2022, 31 st Decembe r, 2022, 31 st March, 2023 & June, 2023.	Not ascertain ed	The Investor Grievance Certificate was not received by the RTA from both NSDL & CDSL due to non- payment of the outstand ing fees of the depositor ies.	Penalties could not be ascertain ed since the e-mail id of the Company maintained by the erstwhile promoters was not accessible.	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.

			March, 2023 & June, 2023.							
8	Regulation 74(5) of Securities and Exchange Board of India (Depository and Participants) Regulations, 2018	Regulation 74(5) of Securities and Exchange Board of India (Depository and Participants) Regulations, 2018	Confirmation given by our Registrar & Transfer Agent (RTA) to be filed within 15 days from the end of the quarter. <u>Status:</u> Not Complied for quarter ended 30 th June, 2022, 30 th September, 2022, 31 st December, 2022, 31 st March, 2023 & June, 2023.	Not Applicable	Not Applicable	Confirmation given by our Registrar & Transfer Agent (RTA) not filed for the quarter ended 30 th June, 2022, 30 th September, 2022, 31 st December, 2022, 31 st March, 2023 & June, 2023.	Not ascertained	The Confirmation Certificate was not received by the RTA due to non-payment of the outstanding fees.	Penalties could not be ascertained since the e-mail id of the Company maintained by the erstwhile promoters was not accessible.	Default in timely compliance after June'23 quarter. Prior compliance are waived by NCLT.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines 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
Not known to us										

Place : Kolkata
Date : 29.05.2024



Signature
Name and Address: SANTOSH KUMAR
of the Company TIBREWALLA
Secretary issuing 5A, N. C. Dutta Sarani,
the Certificate 3rd floor, Kolkata-700001
F C S No. : 3811
C P No. : 3982
PR No. : 1346/2021
UDIN : F003811F000480166