

BALGOPAL COMMERCIAL LIMITED

CIN: L51109MH1982PLC368610

Date: 25.05.2023

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 539834

Sir/Madam,

Subject: Annual Secretarial Compliance Report under Regulation 24(A) of the SEBI Listing Regulations, 2015 for the Financial Year ended 31st March 2023.

Pursuant to the Regulation 24(A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we are submitting the Annual Secretarial Compliance Report for the year ended March 31st, 2023.

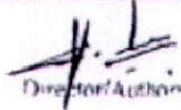
This is for your information and records.

Thanking You

Yours Faithfully

For Balgopal Commercial Limited

BALGOPAL COMMERCIAL LTD



Director/Authorised Signate

Vijay Laltaprasad Yadav

Managing Director

DIN: 02904370

**ADDRESS: Flat No. B-002, Dreamax Vega, Upadhyay Compound, Pump House,
Jijamata Road, Andheri (East), Mumbai-400093**

Website: www.bcommercial.org/ Email ID: info@bcommercial.org

Contact: 9324922533



Secretarial Compliance Report

M/s Balgopal Commercial Limited

for the financial year ended 31st March, 2023

We have been engaged by M/s Balgopal Commercial Limited ('hereinafter called the Company') bearing CIN: L51109MH1982PLC368610, whose equity shares were listed on BSE Limited, to conduct an audit in terms of Regulation - 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with BSE vide Notice no. 20230316-14 dated March 16, 2023 read with Notice No. 20230410-41 dated April 10, 2023, respectively, and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable Regulations, Circulars and Guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and to ensure that the systems are adequate and effective.

Our responsibility is to verify compliances by the Company with provisions of all applicable Regulations, Circulars and Guidelines issued by SEBI from time to time and issue a Report thereon.

Our audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

For Twinkle Agarwal
Company Secretary in Practice

Twinkle Agarwal

Twinkle Agarwal
ACS No. 52868
COP No.: 25605



UDIN: A052868E000309267
ICSI Peer Review No: 2540/2022

Date: 15.05.2023
Place: Kolkata

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071
PHONE NUMBER: (91) 8981 126828/6290597627
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM



I, Twinkle Agarwal, Practising Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by M/s Balgopal Commercial Limited ('the Company').
- (b) The filings/ submissions made by the listed entity to the Stock Exchanges.
- (c) Website (<http://bcommercial.org/>) of the listed entity.
- (a) Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2023 ("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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").
- (b) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993.
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable to Company during the previous financial year.
- (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable to Company during the previous financial year
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not Applicable to Company during the previous financial year.
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not Applicable to Company during the previous financial year.
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: Not Applicable to Company during the previous financial year.

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071

PHONE NUMBER: (91) 8981 126828/6290597627

EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM





TWINKLE AGARWAL
PRACTISING COMPANY SECRETARY

Based on the above examination, I hereby report that, during the period under review:

- a. The Company has duly complied with the provisions of System Driven Disclosures (SDD) required under SEBI (SAST) Regulations, 2011
- b. The Company has complied with the provisions of the above regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

S/N	Compliance Requirement (Regulations/Circulars/Guidelines Including Specific Clause)	Regulations/Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning etc)	Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretary, if any	Management Response	Remarks
None										

- c. The Company has taken following actions to comply with the observations made in Previous Reports:

S/N	Compliance Requirement (Regulations/Circulars/Guidelines Including Specific Clause)	Regulations/Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning etc)	Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretary, if any	Management Response	Remarks
None										



ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071
PHONE NUMBER: (91) 898 1 126828/6290597627
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM



Additional affirmations to be given by Practising Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) pursuant to BSE vide Notice no. 20230316-14 dated March 16, 2023 read with Notice No. 20230410-41 dated April 10, 2023 are provided 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 India (ICSI).	Yes	-
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 entitiesAll 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	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-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	-
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	NA	-

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071

PHONE NUMBER: (91) 8981 126828/6290597627

EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM





5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">● Identification of material subsidiary companies● Disclosure requirement of material as well as other subsidiaries	NA	-
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	-
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	-
8.	Related Party Transactions: <ul style="list-style-type: none">● The listed entity has obtained prior approval of Audit Committee for all related party transactions; or● 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.	Yes	-
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	-
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	-

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071
PHONE NUMBER: (91) 8981 126828/6290597627
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM





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	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	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:

S/N	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<ul style="list-style-type: none">● 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● 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● 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.	NA	-

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071
PHONE NUMBER: (91) 8981 126828/6290597627
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM





2.	Other conditions relating to resignation of statutory auditor		
	<ul style="list-style-type: none">● Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:<ul style="list-style-type: none">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.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-receiptof information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by themanagement, as applicable.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. ● Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its	NA	-

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071

PHONE NUMBER: (91) 8981 126828/6290597627

EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM





TWINKLE AGARWAL
PRACTISING COMPANY SECRETARY

	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		
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 18 th October, 2019	NA	-

For Twinkle Agarwal
Company Secretary in Practice

Twinkle Agarwal

Twinkle Agarwal
ACS No. 52868
COP No.: 25605



UDIN: A052868E000309267
ICSI Peer Review No: 2540/2022

Date: 15.05.2023
Place: Kolkata

Note:

The Secretarial Compliance is the responsibility of Management. My responsibility is to express an opinion on such compliance. This Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071
PHONE NUMBER: (91) 8981 126828/6290597627
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM