

Date: May 30, 2022

To, <b>BSE Ltd.</b> P.J. Towers, Dalal Street, Fort, Mumbai- 400 001	To, <b>The National Stock Exchange of India Ltd.</b> "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051
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**Ref: BSE Scrip Code: 532946 and NSE Symbol: BANG**

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2022**

Dear Sir/Madam,

Pursuant to provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Compliance Report of the Company for the financial year ended March 31, 2022.

We hereby request you to take the same on record.

Thanking you,  
**For Bang Overseas Limited,**

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**Brijgopal Bang**  
**Managing Director**  
**DIN: 00112203**

Place: Mumbai

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF  
BANG OVERSEAS LTD  
for the year ended 31<sup>st</sup> March, 2022**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019]

We Kothari H. & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by BANG OVERSEAS LTD ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges
- (c) website of the listed entity, ([www.banggroup.com](http://www.banggroup.com))
- (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, 2022 ("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 as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable for the Review Period)**
- (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 Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable for the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable for the Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





and based on the above examination, we 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	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Deviation in SEBI (LODR, 2015) Regulation 31(2)	100% Promoter shareholding not in Demat Form (63600 Share still in Physical Form)

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under 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 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
1	National Stock Exchange Limited	Non-compliance with Reg. 17(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for quarter ended June,2020	Fine of Rs.5,36,900	The Company has submitted its reply that the Company has complied with Composition of Board and also applied for waiver of penalty imposed by the Exchange in the year 2020-21.
2	National Stock Exchange Limited	Non-compliance with Reg. 17(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for quarter ended September,2020	Fine of Rs. 1,50,000	Further in the year 2021-22 the Company has further request the Exchange to re-consider the waiver application for the penalty imposed by the Exchange.





(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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is *not applicable during the review period*.

For **Kothari H. & Associates**  
Company Secretaries  
(Peer Review S2003MH067700)



**Hitesh Kothari**  
(Partner)  
FCS No.: 6038  
C P No.:5502

Place: Mumbai  
Date: 27/05/2022

UDIN: F006038D000405681