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THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

REGD. OFFICE : 9, WALLACE STREET, FORT,
MUMBAI 400 001, INDIA.

25th June, 2020

The Secretary
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI 400 001.
Scrip Code: 501425

Manager – Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI 400 051.
Scrip Code: BBTC

Dear Sirs,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2020

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February 2019, please find enclosed copy of Annual Secretarial Compliance Report dated 25th June, 2020 for the financial year 2019-20 issued by Mr. Tushar Shridharani, Practicing Company Secretary and the Corporation's Secretarial Auditor.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For The Bombay Burmah Trading Corporation, Limited

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

Tel. : (022) 2208 5764 / 2208 5765

Email : tushar@tusharshri.com

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10, New Marine Lines

417, Jolly Bhavan No. 1

Mumbai – 400 020

To,
The Board of Directors
The Bombay Burmah Trading Corporation, Limited
9, Wallace Street, Fort
Mumbai – 400 001

Dear Sir(s),

Subject: Annual Secretarial Compliance Report for the Financial Year 2019-20.

I have been engaged by The Bombay Burmah Trading Corporation, Limited (“**the Corporation**”), whose equity shares are listed on National Stock Exchange of India Limited and 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’s Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon for the year ended 31st March, 2020.

It is the responsibility of the management of the Corporation to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars / guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Corporation with provisions of all applicable SEBI regulations and circulars / guidelines issued there under from time to time and issue a report thereon.

This audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Place: Mumbai

Date: 25th June, 2020

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190

Secretarial compliance report of The Bombay Burmah Trading Corporation, Limited for the year ended 31st March, 2020

I, Tushar Shridharani, have examined:

- (a) all the documents and records made available to us and explanation provided by The Bombay Burmah Trading Corporation Limited (“**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, 2020 (“**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;
 - (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;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
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- and circulars/guidelines issued thereunder.

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 / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my 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 violations	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any
1.	SEBI	Alleged violation of Regulations 30(2) and 30(4)(i)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	During the Audit Period, the Company received a Show Cause Notice ("SCN") dated 15 th October, 2019 from the Securities Exchange of Board of India alleging violation of regulations 30(2) and 30(4)(i)(b) to be read with other related provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to disclosure of information in respect of its Managing Director. In response to the SCN, the Company without admitting the findings of facts and conclusions of law; submitted a settlement application on December 13, 2019 to SEBI in accordance with the provisions of Section 15JB of the SEBI Act, 1992 read with Regulation 3 of the SEBI	—

			<p>(Settlement Proceedings) Regulations, 2018.</p> <p>In context, SEBI passed a settlement order on April 29, 2020, pursuant to which the Company has paid the settlement amount of Rs. 21,67,500 and the Managing Director also paid the settlement amount as communicated by SEBI. Pursuant to this Settlement Order, the adjudication proceedings under the aforementioned SCN against the Company and the Managing Director stands settled.</p>	
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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 ... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable				

Place: Mumbai
Date: 25th June, 2020

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190
UDIN - F002690B000380672