

# BAMBINO AGRO INDUSTRIES LIMITED



**27<sup>th</sup> May 2024**

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001.

**Scrip Code: 519295**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March 2024**

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March 2024, issued by M/s. C Gorak & Co., Company Secretaries.

This is for your information and necessary dissemination.

Thanking you,

For **BAMBINO AGRO INDUSTRIES LIMITED**

**(Ruchita Vij)**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**FCS: 9210**

**Encl.: a/a**

**WE BRING HEALTH, TASTE AND CONVENIENCE TO LIFE**

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E-mail: ho.hr@bambinoagro.com CIN: L15440TG1983PLC004363 www.bambinoagro.com

To,  
The Members,  
**BAMBINO AGRO INDUSTRIES LIMITED**  
**CIN: L15440TG1983PLC004363**  
104, 4TH Floor, E block Surya Towers,  
SP Road, Secunderabad TG 500003 IN

Sir(s)/Madam,

Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by **BAMBINO AGRO INDUSTRIES LIMITED CIN: L15440TG1983PLC004363** whose equity shares are listed on BSE Limited (Security Code: 519295) to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.


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

Our audit was conducted in accordance with the 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.

Date: 27.05.2024  
Place: Secunderabad, Telangana

**C GORAK & CO.**  
Company Secretaries  
ICSI Unique Code: I2012AP966400  
Peer Review Cert. No.: PR 1758/2022

  
**CS CHANDRAKANTH GORAK**  
Proprietor  
FCS: 9628; CP: 11346  
UDIN: F009628F000454732

**ANNUAL SECRETARIAL COMPLIANCE REPORT of M/s. BAMBINO AGRO INDUSTRIES LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**  
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]

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I, Chandrakanth Gorak, have examined: -

- a) all the documents and records made available to us and explanation provided by M/s. **BAMBINO AGRO INDUSTRIES 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 31<sup>st</sup> March, 2024 (“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; - Not applicable during the year under review;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not applicable during the year under review;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable during the year under review;
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable during the year under review;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/guidelines issued thereunder.



Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued under in so far at it appears from our examination of those records.
- b) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder.
- c) The listed entity has taken the necessary actions to comply with the observations made in previous reports.
- d) In terms of the NSE Circular Ref No: NSE/CML/ 2023/30 dated 10th April, 2023 and the BSE Circular No: 20230410-41 dated 10th April, 2023, and amendments therein, our affirmations, are annexed as **ANNEXURE - A** to the report.

Date: 27.05.2024  
Place: Secunderabad, Telangana

**C GORAK & CO.**  
Company Secretaries  
ICSI Unique Code: I2012AP966400  
Peer Review Cert. No.: PR 1758/2022



**CS CHANDRAKANTH GORAK**  
Proprietor  
FCS: 9628; CP: 11346  
UDIN: F009628F000454732

**ANNEXURE - A**

We hereby report that, during the review period, the compliance status of the listed entity is as given hereunder:

Sr.No	Compliance Requirement (Regulations! Circulars guidelines including specific clause)	Compliance Status	Observations Remarks of the Practicing Company Secretary
1.	<p><b>Secretarial Standards:</b></p> <p>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.</p>	Yes	-
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	Yes	-



	website		
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:-</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any subsidiary
6.	<b>Preservation of Documents:</b> 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.	<b>Performance Evaluation:</b> 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	As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year.  Formal process of Performance Evaluation for the year 2022-2023 was carried during the year 2023-2024.
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all		Since, all Related party transactions were entered



	related party transactions; or  (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.	Yes  NA	after obtaining prior approval of audit committee point.  (b) is not applicable
9.	<b>Disclosure of events or information:</b>  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	As verified from records and confirmed by the Compliance Officer.
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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.	NA	No such action taken by SEBI or Stock Exchange during the period under review.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have		No case of resignation of statutory auditor from the listed entity during the review period.  The Company



	complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.		does not have any material subsidiaries
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	-

