



BANG OVERSEAS LTD.

UNIT NO. 405/406, KEWAL IND. ESTATE, S. B. MARG. LOWER PAREL (W), MUMBAI - 400 013. INDIA • CIN : L51900MH1992PLC067013
Tel. : +91 22 6660 7965 / 67 • Fax : +91 22 6660 7970 • Email : bol@banggroup.com • Web : www.banggroup.com

Date: June 30, 2021

To BSE Ltd. P.J. Towers, Dalal Street, Fort, Mumbai- 400 001	To The National Stock Exchange of India Ltd. "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, 2021

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, 2021.

We hereby request you to take the same on record.

Thanking You,
Yours faithfully,

For Bang Overseas Limited

L. S. Shah

Labdhi Shah
Company Secretary
ACS: 57600



Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF
BANG OVERSEAS LTD
for the year ended 31st March, 2021**

[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)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2021 ("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;

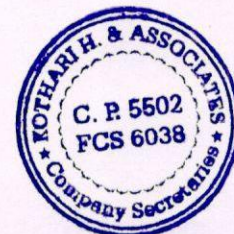


and based on the above examination, We hereby report that, during the Review Period:

- (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)
2	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,	Deviation in SEBI(Prohibition of Insider Trading) Regulations, 2015	Late submission of closure of trading window for September,2020 quarter and December,2020 quarter on both the exchanges (BSE & NSE)
3	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Deviation in SEBI (LODR, 2015) Regulation 30(2)	Late submission of the Outcome of the Board Meeting in which Financials were approved on Bombay Stock Exchange. The delay was of 20 minutes.
4	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Deviation in SEBI (LODR, 2015) Regulation 30	The clarification was sought by Bombay Stock Exchange which was not given because of inadvertent mistake.

- (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:

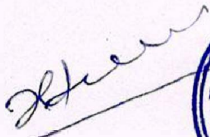

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
1	National Stock Exchange Limited	Non compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015	Fine of Rs. 17,700	The company has paid the Fine.
2	Bombay Stock Exchange	Non compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015	Fine of Rs. 17,700	The company has paid the Fine
3	National Stock Exchange Limited	Late submission of statement on shareholder complaints for September 2020	Fine of Rs. 1180	The company has paid the Fine
4	Bombay Stock Exchange	Late submission of statement on shareholder complaints for September 2020	Fine of Rs. 1180	The company has paid the Fine
5	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 and applied for the waiver.
6	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	The Company has submitted its reply and applied for the waiver.



(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
1	N.A.	100% Promoter shareholding not in Demat Form (63600 Share still in Physical Form)	The company is in process of Dematerialisation of remaining promoter shareholding.	Appropriate actions are being taken.

For Kothari H. & Associates
Company Secretaries

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

Place: Mumbai
Date: 30.06.2021

UDIN: F006038C000542519
Peer Review Certificate No:593/2019

***We have conducted online verification & examination of records as facilitated by the company due to covid 19 and subsequent lockdown situation for the purpose of issuing this Report.**