

Ref: BBFCB /BSE /2022-23

May 25, 2022

To,

BSE Ltd.
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai-400 001

Security Code No.: 511501

Sub:- Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Dear Sir / Madam,

In pursuance of Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022 issued by Kavita Pamnani & Associates, Company Secretaries having CP no. 11099.

This is for your information and records please.

Thanking you,

Yours faithfully,

For Bharat Bhushan Finance & Commodity Brokers Limited


Kishan Singh
Company Secretary



Encl.: a/a

KAVITA PAMNANI & ASSOCIATES

COMPANY SECRETARY

A -104, Lower ground Floor,
Amar Colony, Lajpat Nagar-IV,
New Delhi-110024

Mobile No: +91-9811676217

Phone: 011 - 41576217

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SECRETARIAL COMPLIANCE REPORT OF BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED FOR THE YEAR ENDED MARCH 31, 2022

We, Kavita Pamnani & Associates, Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by **Bharat Bhushan Finance & Commodity Brokers 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 **March 31, 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;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the listed entity during 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 to the listed entity during the Review Period)**

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(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August, 2021) and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021); **(Not applicable to the listed entity during the Review Period)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 16th August, 2021); **(Not applicable to the listed entity during the Review Period)**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (up to 16th August, 2021); **(Not applicable to the listed entity during the Review Period)**

(h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021); **(Not applicable to the listed entity during the Review Period)**

(i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(j) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

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
	None	None	None

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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from 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 thereunder:

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.	<p>The Listed Entity had suitably replied the notice received from the SEBI (Securities and Exchange Board of India) within stipulated time period, dated as on 22.10.2018.</p> <p>Further, following correspondence took place in the matter-</p> <ol style="list-style-type: none">1. preliminary submissions and request for inspection dated 18.10.20192. Request for inspection of certain documents dated 27.12.20193. Submissions pursuant to inspection carried on 27.01.20204. A hearing was scheduled on 26.05.2020, however the	<p>Listed Entity has received the Show cause notice from SEBI (Securities and Exchange Board of India) dated 24.09.2018 and Post Enquiry Show Cause Notice dated 24.09.2019 regarding National Spot Exchange of India Limited pertains to Trade Contracts with E series and without E series till the financial year 2013-2014</p>	<p>Matter is pending with authority.</p>	<p>Suitably replied by Listed Entity.</p>

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	same couldn't be held due to nationwide lockdown restrictions imposed in India because of COVID 19 Pandemic. Accordingly the Listed Entity sent a request letter dated 20 th May, 2020 to SEBI, requesting to re-schedule said hearing, however no response to this was received by the Listed Entity.			
2.	The Listed Entity had suitably furnished reply to notice as on 22.03.2019 i.e. within stipulated time period.	Listed Entity has received a Show Cause Notice from EOW (Economic Offences Wing) dated 13.03.2019 on the aforesaid matter.	Matter is pending with authority.	Suitably replied by Listed Entity.
3.	The Advocate of the Listed entity attended hearing conducted by SEBI on dated 27.09.2021 and submitted the requisite written submission to SEBI post hearing.	The Listed entity received a notice of hearing from SEBI on this matter to be conducted on 27.09.2021 via email dated 26.08.2021 received from SEBI.	Matter is pending with authority.	Suitably replied by Listed Entity.
4.	The Listed Entity submitted its replies to the Notice and reminders received from EOW, stating that the authorised representative	Listed Entity has received Notice of personal hearing from EOW (Economic Offences Wing)	Matter is pending with authority.	Suitably replied by Listed Entity.

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	of the Listed Entity, being unwell due to COVID 19 pandemic, is unable to attend personal hearing within prescribed time period.	dated 14.05.2021 on the aforesaid matter and its subsequent reminders dated 20.08.2021, 28.10.2021, 30.12.2021 and 30.03.2022.		
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

There were no observations made in previous report, the question of actions taken by the Listed Entity to comply with the observations made in previous reports does not arise.

We, further report that the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the engagement letter issued to the Auditors of the Listed Entity.

For Kavita Pamnani & Associates, Company Secretaries

Kavita Pamnani**(Prop)****FCS No.: 6288****C P No.: 11099****UDIN: F006288D000386448****Place: New Delhi****Date: May 25, 2022**