

Date- 30/05/2019

To
Listing Department
Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai- 400 001

Scrip Code- 12141-CSE

Scrip Code- 542669

Sub: Secretarial Compliance Report for the year ended 31st March, 2019

Dear Sir/Madam

Pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to furnish you Secretarial Compliance Report of the Company as on 31st March, 2019 provided by CS Sachin Kumar (ACS: 37957, COP- 14154), Practicing Company Secretary. This is being given to you interms of the Listing Regulations.

This is for your information and record.

Thanking you,

Yours faithfully,

For **BMW Industries Limited**
BMW INDUSTRIES LIMITED


(Arbind Kumar Jain) Company Secretary
Company Secretary and Compliance Officer
Membership No.: A23017



SACHIN KUMAR, B.Com(H), ACS
COMPANY SECRETARY IN WHOLE-TIME PRACTICE

To

The Board of Directors

BMW Industries Limited

CIN- L51109WB1981PLC034212

White House

119 Park Street, 3rd Floor

Kolkata-700016

West Bengal

Subject: **Annual Secretarial Compliance Report for the Financial Year 2018-19**

Dear

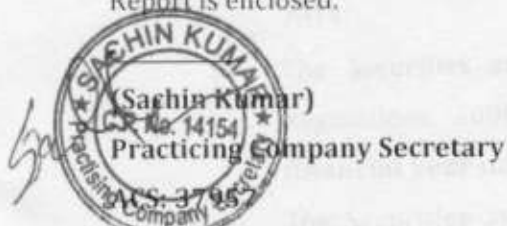
Sir/ Madam

We have been engaged by M/s BMW Industries Limited (hereinafter referred to as "the Company") bearing CIN- L51109WB1981PLC034212 whose equity shares are listed on Calcutta Stock Exchange and BSE Limited (Listing Date 15/05/2019) to conduct an audit in terms of 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.

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 there under 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 there under from time to time and issue a report thereon.

Our 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.



Date: 18/05/2019

Place: Kolkata

Address: 1, Graham Road (near Indrapuri Studio), Tollygunge, Kolkata-700040,
☎ : (M) (0)8697676741, 8100724350 ✉ : sachinpilania22@gmail.com

Secretarial compliance report of "BMW Industries Limited" for the year ended 31st March, 2019

I have examined:

- (a) all the documents and records made available to us and explanation provided by **BMW 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 **31st March, 2019** ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable as there was no reportable event during the financial year under review;**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as there was no reportable event during the financial year under review;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable as there was no reportable event during the financial year under review;**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations 2013- **Not Applicable as there was no reportable event during the financial year under review;**

- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

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/ 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 insofar 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 violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable this report is being issued for the first time and accordingly no action was required to be taken by the Company.**



Date: 18/05/2019

Place: Kolkata