

**Annual Secretarial compliance Report
Bgil Films & Technologies Limited for the year ended 31st March 2021**

I have examined:

- A) all the documents and records made available to us and explanation provided by Bgil Films & Technologies 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 31-03-2021 ("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, includes: -

- 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; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that the company has not issued any shares and/or other Securities during the period under review.***
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of acquisition of shares and takeover during the period under review.***
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of buyback of securities during the period under review.***
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there is no scheme for direct or indirect benefit of employees involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly share-based employee benefits during the period under review.***
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of Issue and Listing of Debt Securities during the period under review.***

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of Issue and Listing of Non-Convertible and Redeemable Preference Shares during the period under review.***
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) other regulations as applicable 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 and to the extent, in the manner and subject to reporting made hereunder: -

Sr. No	Compliance Requirement	Deviations	Observations/Remarks of the Practicing Company Secretary, if any
1	NA	NA	NA
Please refer Annexure A and B for more details			

- 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/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 Action Taken e.g. Fines, Warning Letter, Debarment, Etc.	Observations/Remarks of the Practicing Company Secretary, if any
1	NA	NA	NA
2	NA	NA	NA
3	NA	NA	NA

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 Report	Observation made in the Secretarial Compliance Report for the year 2020	Action Taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the Action Taken by the Listed Entity
1	NA	Please Refer ASCR for the year 2020	NA	NA
2	NA	Please Refer ASCR for the year 2020	NA	NA
3	NA	Please Refer ASCR for the year 2020	NA	NA

For AKP & Associates
Company Secretaries
Sd/-
Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor
Place: Noida
Date: 30.06.2021
UDIN-F006847C000557595

BGFT: - CHECKLIST FOR ANNUAL SECRETARIAL COMPLIANCE REPORT

A. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
SL NO.	Compliance Requirement	Regulation No.	Basic Documents to be checked/ Verified	Remarks
1.	<p>Whether the Compliance Officer has confirmed the following:</p> <p>(a) conformity with the regulatory provisions applicable to the listed entity in letter and spirit.</p> <p>(b) co-ordination with and reporting to the Board, recognized stock exchange(s) and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.</p> <p>(c) that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.</p> <p>(d) monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.</p>	6(2)	Declaration from the Company Secretary (Compliance Officer) and disclosures made in this behalf.	Yes
2.	Whether the listed entity has appointed SEBI registered Share Transfer Agent (RTA) and submitted Compliance Certificate to the Stock Exchange regarding compliance with	7(1) & (3)	<p>a. Agreement with the RTA and SEBI's website (For registered RTA)</p> <p>b. Copy of Compliance Certificate.</p>	Yes (Karvy Fintech Pvt. Ltd)

	respect to share transfer facility?			
3.	Whether the listed entity has changed or appointed a new Share Transfer Agent (STA)? If so, whether tripartite agreement between the existing and new Share Transfer Agent and listed entity has been made?	7(4)	Copy of the tripartite agreement.	NA
4.	Whether the listed entity has intimated about the appointment of STA to the Stock Exchange within seven days of entering into the agreement?	7(5)	Disclosures made to the Stock Exchange.	NA
5.	Whether the listed entity has formulated any policy for preservation of the documents, duly approved by its Board of Directors?	9	a. Preservation policy of the listed entity as approved by the Board of Directors b. Board Resolution	NA
6.	Whether the listed entity has filed the reports, statements, documents and any other information with the recognized Stock Exchange(s) on the electronic platform as specified by the SEBI or the recognized Stock Exchange(s)?	10	Website of the Stock Exchange or communications made to the Stock Exchange.	Yes
7.	Whether, the listed entity has ensured that any scheme of arrangement /amalgamation / merger /reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s)?	11	Declaration from the Compliance Officer of the listed entity regarding the same.	NO

	<p>However, exemption to this regulation is granted by way of circular issued by SEBI on November 30, 2015. SEBI had revised such exemption by way of issuing circulars on March 10, 2017, September 21, 2017, January 03, 2018, February 22, 2018 and also made clarification related to “record date” on March 23, 2017.</p> <p>SEBI Circular No. CFD/CMD/CIR/P/43/2018 dated February 22, 2018 lays down the detailed requirements to be complied with by listed entities while undertaking schemes of arrangements.</p>			
8.	<p>Whether the listed entity has used any of the electronic mode of payment facility approved by the Reserve Bank of India, in the manner specified in Schedule I, for the payment of the following:</p> <p>(a) dividends; (b) interest; (c) redemption or repayment amounts.</p> <p>In case, where it is not possible to use electronic mode of payment, whether the listed entity has issued any ‘payable-at par’ warrants or cheques?</p>	12	<p>a. Random debits in the bank accounts of the listed entity.</p> <p>b. In case of physical dispatch, proof of dispatch.</p>	NA
9.	<p>Whether the listed entity has registered itself on the SCORES platform, in order to handle investor complaints electronically?</p>	13(2)	<p>SEBI’s SCORES website https://scores.gov.in/scores/Entity Status.html</p>	YES

10.	Whether the listed entity has filed with the Recognized Stock Exchange, a statement with respect to investor complaints, on a quarterly basis?	13(3)	<ul style="list-style-type: none"> a. Copy of the statement submitted to the Stock Exchange b. Website of the Stock Exchange. 	YES
11.	Whether the statement as specified in sub-regulation (3) has been placed, on quarterly basis, before the Board of Directors of the listed entity?	13(4)	Minutes of the Board Meeting where the quarterly statement was placed.	Yes
12.	Whether the listed entity has complied with the requirements of composition of Board of Directors?	17(1)	<ul style="list-style-type: none"> a. Last Quarter Corporate Governance Report. b. Board Resolution. 	Yes
13.	Whether any person appointed as director has been continuing the directorship as a non –executive director beyond the age of seventy five years? If yes, whether a special resolution has been passed for the same?	17(1A)	<ul style="list-style-type: none"> a. Special resolution and explanatory statement annexed to the notice for such resolution b. Composition of the Board 	No
14.	Whether the requisite quorum was present during the Board Meetings?	17(2A)	Minutes of Board Meetings of the entire year.	Yes
15.	Whether the Board of Directors have laid down a Code of Conduct for all members of the Board and Senior management of the listed entity?	17(5) (a) & 26 (3)	<ul style="list-style-type: none"> a. Copy of Code of Conduct and Disclosures on Website of the listed entity. b. Affirmation of adherence given by the Board of Directors and Senior Management to the Compliance Officer. 	Yes
16.	Whether the CEO and CFO have provided the Compliance Certificate to the Board of Directors as specified in Part B Schedule II?	17(8)	<ul style="list-style-type: none"> a. Board Resolution. b. Copy of Compliance Certificate. 	Yes

17.	Whether the listed entity has laid down any procedures to inform members of Board of Directors about risk assessment and minimization procedures?	17(9)(a)	Board Resolution.	NA
18.	Whether the directors of the listed entity have breached the limit of maximum number of directorship as required under these regulations?	17A	a. Declaration by the Board b. Corporate Governance Report of last quarter	No (www.bgil.in)
19.	Whether the listed entity has constituted the following Committees along with the terms of reference: a. Audit Committee; b. Nomination and Remuneration Committee; c. Stakeholders Relationship Committee; d. Risk Management Committee. Further, whether requisite quorum was present during the meeting of the above-mentioned committees?	18, 19, 20 & 21	a. Minutes of the meeting of the respective Committee b. Corporate Governance Report c. Board Resolution.	We have constituted Audit Committee, Nomination & Remuneration Committee & Stakeholders Grievance Committee. Risk Assessment Committee is not applicable to us. (www.bgil.in) Yes
20.	Whether the listed entity has formulated a vigil mechanism for directors and employees?	22	Whistle Blower Policy or Policy for vigil mechanism.	Yes (www.bgil.in)
21.	Whether the listed entity has formulated a policy on materiality of related party transaction & on dealing with related party transactions? Whether there has been any complaints made to the Board of Directors	23(1)	a. Copy of Policies b. Disclosures on Website c. CG Report d. Declaration from the Company Secretary that the complaints received, have been taken due care of.	Yes (www.bgil.in) No
22.	Whether the Policies formulated by	23(1)	Board Resolution on review	Yes (www.bgil.in)

	the listed entity on Related Party Transactions include clear threshold limits duly approved by the Board of Directors?		and approval of Related Party Transactions (RPTs).	
23.	Whether at least one independent director on the Board of Directors of the listed entity is a director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not?	24(1)	Minutes of the Board Meeting of the listed entity.	NO
24.	Whether the Audit Committee of the listed entity has also reviewed the financial statements, in particular, the investments made by the unlisted subsidiary?	24(2)	Minutes of the meeting of Audit Committee of the listed entity.	Yes (Minutes are drafted and are in loose leafs)
25.	Whether the minutes of Board Meetings of the unlisted subsidiary has been placed at the Board Meetings of the listed entity?	24(3)	Minutes of the Board Meeting of the listed entity.	Yes (Minutes are drafted and are in loose leafs)
26.	Whether, the management of the unlisted subsidiary has periodically brought to the notice of the Board of Directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary?	24(4)	Minutes of the Board Meeting of the listed entity	Yes
27.	Whether any divestment of shares has been made by the holding company in the unlisted material subsidiary?	24(5)	Minutes of the Board Meeting of the listed entity	NA
28.	Whether, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate	24(6)	<ul style="list-style-type: none"> a. Special Resolution and correspondence made to the Stock Exchange. b. Copy of approval by 	NA

	<p>basis during a financial year approved by a special resolution prior to such event.</p> <p>If so, then whether in case of the sale/disposal/lease be made under a scheme of arrangement duly approved by a Court/ Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code and such an event has been disclosed to the recognized Stock Exchanges within one day of the resolution plan being approved.</p>		the Court/ Tribunal as the case may be.	
29.	Whether the listed entity and its material unlisted subsidiaries incorporated in India have undertaken any Secretarial Audit?	24A	Secretarial Audit Report	NA
30.	Whether the independent director(s) of the listed entity has complied with all the obligations as required under regulation 25?	25	Declaration from the independent director	YES
31.	Whether the directors of the listed entity are not members in more than ten committees or do not act as chairpersons of more than five committees across all listed entities in which they are a director?	26	Declaration / undertaking from the director confirming the same.	YES
32.	Whether the non-executive directors have disclosed their shareholding, in the notice to the general meeting, in which they are supposed to be appointed?	26(4)	<ul style="list-style-type: none"> a. Notice of the general meeting b. Consent letter from the nonexecutive directors c. Declaration from the nonexecutive directors 	YES

			regarding the shareholding.	
33.	<p>Whether any employee including Key Managerial Personnel or director or promoter of a listed entity has not entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, without prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution?</p> <p>Whether such agreement, if any, subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, has been disclosed to the Stock Exchanges for public dissemination?</p>	26(6)	<p>a. Certified copy of the Board Resolution/ Ordinary Resolution</p> <p>b. Correspondence made to the Stock Exchange for public dissemination of such agreement</p>	YES
34.	Whether the listed entity has submitted to the Stock Exchange the quarterly compliance report on Corporate Governance duly signed by the compliance officer or the CEO of the listed entity?	27(2)	<p>a. Stock Exchange website</p> <p>b. Copy of the same may be obtained from the CEO or Compliance Officer.</p>	YES (submitted on Stock Exchange and also uploaded on our company website www.bgil.in)
35.	Whether the listed entity has issued any securities? If so, whether the listed entity has obtained 'in-principle' approval from recognized Stock	28(1)	<p>a. Application made to the Stock Exchange</p> <p>b. Approval letter received from the</p>	NO

	Exchange?		Stock Exchange.	
36.	<p>Whether the listed entity has given prior intimation to the Stock Exchange about the Board Meeting where the following proposal was due to be considered:</p> <ul style="list-style-type: none"> - financial results viz. quarterly, half yearly, or annual, as the case may be; - buyback of securities; - voluntary delisting; - fund raising by way of further public offer, rights issue, American Depository Receipts/Global Depository Receipts/Foreign Currency Convertible Bonds, Qualified Institutions Placement, debt issue, Preferential Issue or any other method and for determination of issue price; - declaration/ recommendation of dividend; - declaration of bonus securities; - any alteration in the form or nature of any of its securities that are listed on the Stock Exchange or in the rights or privileges of the holders thereof; - any alteration in the date on which, the interest on debentures or bonds, or the 	29	<ul style="list-style-type: none"> a. Correspondence made with the Stock Exchange b. Declaration from the Compliance Officer about the intimation of the proposed corporate actions. 	YES (intimated to the stock exchange within the timeline)

	redemption amount of redeemable shares or of debentures or bonds, shall be payable.			
37.	Whether the listed entity has made disclosure of any material events or information?	30(1)	<ul style="list-style-type: none"> a. List of material events which has been disclosed to the Stock Exchange by Compliance Officer of the listed entity b. List of material events which have been disclosed to the Stock Exchange by Compliance Officer of the listed entity. 	NA
38.	Whether the listed entity has framed a policy for determination of materiality, as per the criteria specified duly approved by the Board of Directors?	30(4) (ii)	<ul style="list-style-type: none"> a. Copy of Policy duly approved by the Board of Directors b. Board Resolution c. Website of the listed entity. 	Yes (www.bgil.in)
39.	Whether the listed entity has any archival policy? Whether all the event and information under Regulation so been disclosed on the website	30(8)	<ul style="list-style-type: none"> a. Website of the listed entity b. Copy of the archival policy. 	Yes, approved in 30 th Day of May, 2016 Resolution No (4)
40.	Whether the listed entity has submitted to the Stock Exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, within the prescribed timelines?	31(1)	<ul style="list-style-type: none"> a. Shareholding pattern filed with the Stock Exchange b. Website of the Stock Exchange. 	Yes
41.	Whether the entire promoter and promoter group shareholding is in	31(2)	<ul style="list-style-type: none"> a. Declaration from the promoters in this 	No

	dematerialized form?		<p>regard to be obtained</p> <p>b. Website of the Stock Exchange</p> <p>c. Formats in which shareholding pattern has been filed.</p>	
42.	<p>Whether any person has applied for re-classification of his/her status as a promoter or public?</p> <p>If yes, whether the listed entity has made any application to the Stock Exchange in this behalf?</p>	31A(2)	<p>a. Public announcement and shareholder resolution</p> <p>b. Application letter received from the Stock Exchange granting permission for such reclassification</p>	No
43.	<p>Whether any of following material events has been disclosed by the listed entity to the Stock Exchanges as soon as reasonably possible as and not later than twenty four hours from the occurrence of the event?</p> <p>(a) receipt of request for reclassification by the listed entity from the promoter(s) seeking re-classification;</p> <p>(b) minutes of the Board Meeting considering such request which would include the views of the Board of Directors on the request;</p> <p>(c) submission of application for re-classification of status as promoter/public by the listed entity to the Stock Exchanges;</p> <p>(d) decision of the Stock Exchanges on</p>	31A(8)	<p>a. Correspondence made to the Stock Exchanges</p> <p>b. Declaration from the Compliance Officer to be taken in this regard</p>	No

	such application as communicated to the listed entity.			
44.	Whether, the listed entity has submitted to the Stock Exchange on quarterly basis a statement of deviation (s) or variation(s), if any?	32(1)	<ul style="list-style-type: none"> a. Stock Exchange website b. Communication made to the Stock Exchange c. Copy of statement of deviation (s) or variation(s).. • 	NA
45.	Whether the listed entity has furnished an explanation for the variation specified in sub-regulation (1), in the directors' report in the annual report?	32(4)	Explanation to the Boards' Report	NA
46.	Whether the listed entity has submitted its: <ul style="list-style-type: none"> •quarterly and year-to-date standalone financial results; •quarterly / year-to-date consolidated financial results [in case of subsidiaries(s)]; •annual audited standalone financial results along with the audit report and Statement on Impact of Audit Qualifications (applicable only for audit report with modified opinion); •audited or limited reviewed financial results. 	33(3)	<ul style="list-style-type: none"> a. Board's report b. Minutes of Board Meeting where the financial results have been approved c. Website of the Stock Exchange. 	Yes (www.bgil.in)
47.	Whether the listed entity has also submitted as part of its standalone or consolidated financial results for the half year, by way of a note, a statement of assets and liabilities as at the end of the half-year?	33(3) (f), (g) & (h)	A declaration from the listed entity regarding compliance of the same	Yes

	<p>Whether, the listed entity has also submitted as part of its standalone and consolidated financial results for the half year, by way of a note, statement of cash flows for the half-year?</p> <p>Whether, the listed entity has ensured that, for the purposes of quarterly consolidated financial results, at least eighty percent of each of the consolidated revenue, assets and profits, respectively, would have been subject to audit or in case of unaudited results, subjected to limited review?</p>			
48.	Whether the listed entity has submitted to the Stock Exchange a copy of annual report?	34(1)	<p>a. Proof of dispatch in case of physical copy and if sent electronically, in that case e-mail sent in this regard</p> <p>b. Correspondence made with the Stock Exchange</p> <p>c. Copy of Annual Report of the listed entity</p>	Yes (www.bgil.in) and bseindia.com
49.	Whether the listed entity has submitted the copy of Business Responsibility Report (BRR) with the Stock Exchange?	34(2) (f)	Copy of the BRR filed with the Stock Exchange	NA
50.	Whether the listed entity has sent all the requisite documents and information as required under these regulations to be sent to the shareholders?	36	Proof of dispatch	Yes

51.	<p>In case of the appointment of a new director or re-appointment of a director, whether the shareholders were provided with the following information?</p> <p>(a) a brief resume of the director; (b) nature of his expertise in specific functional areas; (c) disclosure of relationships between directors inter-se;(d) names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and (e) shareholding of nonexecutive directors.</p>	36(3)	<p>a. Notice given in this regard b. Annual report.</p>	Yes
52.	<p>Whether the listed entity has obtained Observation letter or No-objection Letter from Stock Exchange for Draft Scheme of Arrangement & Scheme of Arrangement?</p> <p><i>Exemption has been granted by way of circular issued by SEBI on November 30, 2015. SEBI had revised such exemption by way of issuing circulars on March 10, 2017, September 21, 2017, January 03, 2018, February 22, 2018 and also made clarification related to "record date" on March 23, 2017.</i></p>	37(1)	<p>a. Related disclosures made to the Stock Exchange b. Notice/ letter informing about the same scheme of arrangement c. Declaration from the Compliance Officer that it has complied with the Circulars issued by SEBI in this regard.</p>	NA
53.	<p>Whether the listed entity has complied with the requirements of minimum public shareholding as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957</p>	38)	Shareholding pattern of the listed entity submitted to the Stock Exchange	Yes (www.bgil.in)
54.	Whether the listed entity has	39(3)	Intimation made to the Stock	NA

	submitted information regarding loss of share certificates and issue of duplicate share certificates to the stock exchange?		Exchange	
55.	Whether the listed entity has intimated the record date to all the Stock Exchange(s) where it is listed?	42(1)	Notices given to the Stock Exchange on each corporate action	Yes
56.	Whether the listed entity has declared and disclosed the dividend on per share basis only?	43(1)	Dividend declared	NA
57.	Whether the listed entity (top 500) has formulated a dividend distribution policy?	43A(1)	a. Website of the listed entity b. Annual report	NA
58.	Whether the listed entity has submitted the details of voting results to the stock exchange?	44(3)	Communication made to the Stock Exchange regarding voting results.	Yes
59.	Whether the listed entity (if falling within the top 100 entities by market capitalization) has held its Annual General Meeting within a period of five months from the date of closing of the financial year?	44(5) &(6)	Minutes of the Annual General Meeting	NA
60.	Whether the listed entity has changed its name during the past one year	45(1)	a. Disclosures made to the Stock Exchange and ROC b. Chartered Accountant certificate provided in this regard.	NO
61.	Whether the listed entity has maintained a functional website containing the basic information about the listed entity?	46(1)	Website of the listed entity	Yes (www.bgil.in)
62.	Whether the listed entity has published the following in the	47(1)	Copy of newspapers where such information are	Yes

	<p>newspaper:</p> <ul style="list-style-type: none"> — Notice of Board Meeting where financial results has been discussed — Financial results along with modified opinion(s) or reservation (s), if any — Statement of deviation (s) or variation(s) — Notices given to shareholders by advertisement. 		published.	
63.	<p>Whether the listed entity has given prior intimation to the Stock Exchange(s) at least eleven working days before the date on and from which the interest on debentures and bonds, and redemption amount of redeemable shares or of debentures and bonds has been payable?</p>	50(1)	<ul style="list-style-type: none"> a. Correspondence made to the Stock Exchange b. Declaration from the Compliance Officer. 	NA
64.	<p>Whether the listed entity has intimated to the Stock Exchange(s), its intention to raise funds through new nonconvertible debt securities or non-convertible redeemable preference shares which it proposes to list either through a public issue or on private placement basis, prior to issuance of such securities?</p> <p>Whether the above intimation has been given prior to the meeting of Board of Directors wherein the proposal to raise funds through new nonconvertible debt securities or non-</p>	50(2)	<ul style="list-style-type: none"> a. Correspondence made to the Stock Exchange b. Declaration from the Compliance Officer. 	NA

	convertible redeemable preference shares was considered?			
65.	Whether, the listed entity has intimated to the Stock Exchange(s), at least two working days in advance, excluding the date of the intimation and date of the meeting, regarding the meeting of its Board of Directors, at which the recommendation or declaration of issue of nonconvertible debt securities or any other matter affecting the rights or interests of holders of nonconvertible debt securities or non-convertible redeemable preference shares is proposed to be considered?	50(3)	<ul style="list-style-type: none"> a. Correspondence made to the Stock Exchange b. Declaration forms the Compliance Officer. 	NA
66.	Whether the listed entity has promptly informed the Stock Exchange(s) of all information having bearing on the performance/operation of the listed entity, price sensitive information or any action that would have affected the payment of interest or dividend of nonconvertible preference shares or redemption of non-convertible debt securities or redeemable preference shares?	51	Fax/ e-mail etc. communication made to the Stock Exchange	NA
67.	<p>Whether the listed entity has submitted the following to the Stock Exchange?</p> <ul style="list-style-type: none"> •Half yearly un-audited or audited Financial Results; •Un-audited financial results accompanied by limited review report; 	52 (1), (2), (3) & (7)	<ul style="list-style-type: none"> a. Minutes of the Board meeting where the financial results were approved b. Correspondence made with the Stock Exchange to submit the 	Yes

	<ul style="list-style-type: none"> •Statement of Material Deviations; •Modified opinion(s); •Statement on Impact of Audit Qualifications (for audit report with modified opinion); •Annual audited financial results; •Limited review report. 		<p>same</p> <p>c. Website of the Stock Exchange.</p>	
68.	Whether the listed entity, while submitting half yearly / annual financial results, has disclosed the various line items as required under sub-regulation (4), along with the financial results?	52(4)	Certificate given by the debenture trustee regarding compliance of the same.	NA
69.	While submitting the information required under sub regulation (4), whether the listed entity has been submitted to the Stock Exchange(s), a certificate signed by debenture trustee that it has taken note of the contents?	52 (5)	Correspondence / Copy of the certificate submitted to the Stock Exchange.	NA
70.	Whether, the listed entity has, within two calendar days of the conclusion of the meeting of the Board of Directors, published the financial results and statement referred to in sub-regulation (4), in at least one English national daily newspaper circulating in the whole or substantially the whole of India?	52(8)	Copies of the newspaper where the financial results are published.	Yes
71.	Whether the listed entity has maintained hundred per cent asset cover sufficient to discharge the principal amount at all times for the non-convertible debt securities issued, in respect of its listed non-convertible	54(1)	Certification given by Practicing Company Secretary or Practicing Chartered Accountant under Regulation 56 (1) (d).	NA

	debt securities?			
72.	Whether, the listed entity has disclosed to the Stock Exchange in quarterly, half-yearly, year-to date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed nonconvertible debt securities?	54(2)	Correspondence made with the Stock Exchange.	NA
73.	Whether each rating obtained by the listed entity with respect to non-convertible debt securities has been reviewed at least once a year by a Credit Rating Agency (CRA) registered with SEBI?	55	Declaration from the CRA.	NA
74.	Whether the listed entity has, subject to the consent of the debenture trustee, sent the information stipulated in sub regulation (1), in electronic form/ fax?	56(3)	E-mails/fax through which the information has been sent to the Stock Exchanges.	NA
75.	Whether the listed entity has submitted a certificate to the Stock Exchange within two days of the interest or principal or both becoming due that it has made timely payment of interests or principal obligations or both in respect of the non-convertible debt securities?	57	Copy of certificates and undertakings submitted to the Stock Exchange.	NA
76.	Whether the listed entity has provided an undertaking to the Stock Exchange(s) on annual basis stating that all documents and intimations required to be submitted to Debenture Trustees in terms of Trust Deed and	58	<ul style="list-style-type: none"> a. Proof of dispatch in case of hard copy and in case of electronic mode, emails sent in this regard b. For bounce emails, 	NA

	SEBI (Issue and Listing of Debt Securities) Regulations, 2008 have been duly submitted?		hard copy of the same has been dispatch and proof of dispatch	
77.	<p>Whether the listed entity has sent all the documents/ notices/ proxy forms to holders of nonconvertible debt securities and non-convertible redeemable preference shares?</p> <p>Whether the listed entity has not made material modification without prior approval of the stock exchange(s) where the nonconvertible debt securities or nonconvertible redeemable preference shares, as applicable, are listed, to:</p> <p>(a) the structure of the debenture in terms of coupon, conversion, redemption, or otherwise</p> <p>(b) the structure of the nonconvertible redeemable preference shares in terms of dividend of non-convertible preference shares payable, conversion, redemption, or otherwise.</p>	59(1)	Letter of approval received from the Stock Exchange.	NA
78.	Whether the listed entity has fixed a record date for purposes of payment of interest, dividend and payment of redemption or repayment amount or for such other purposes as specified by the Stock Exchange and whether a notice has been given to the Stock Exchange to intimate about the same notice in advance of at least seven working days (excluding the date of	60	<p>a. Public announcement made in this regard</p> <p>b. Correspondence made to the Stock Exchange intimating about the same</p>	NA

	intimation and the record date)?			
79.	Whether, the listed entity has ensured timely payment of interest or dividend of nonconvertible redeemable preference shares or redemption payment?			NA
80.	? Whether, the listed entity has not forfeited unclaimed interest/ dividend and such unclaimed interest/dividend has been transferred to the 'Investor Education and Protection Fund' (IEPF) set up as per Section 125 of the Companies Act, 2013?			NA
81.	Whether, the listed entity has maintained a functional website containing the information as required under sub-regulation (1) about the listed entity and a press release has been issued with respect to the events specified in this sub-regulation?	62 (1)&(2)	a) Website of the listed entity. b) Copy of the press release.	NA
B. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018				
1	Whether the listed entity has appointed a merchant banker and other intermediaries?	23 & 121	Copy of agreements of the appointments.	NA
2	Whether the listed entity has filed the draft offer document and offer document with SEBI/Stock Exchanges /RoC?	25 & 123	Website of SEBI/ Stock Exchange/ RoC	NA
3	Whether the utilization of proceeds for General Corporate Purposes have not been exceeded twenty-five per cent of the amounts generated by the issuer?	7(2) & 104 (2)	Draft offer document & monitoring agency report/ utilization certificate.	NA
4	Whether the listed entity has submitted the following documents	25(9) & 123 (9)	Copy of all the documents / Certificates (due diligence	NA

	<p>with the SEBI?</p> <ul style="list-style-type: none"> • a statement certifying that all changes, suggestions and observations made by the SEBI have been incorporated in the offer document; • due diligence certificate as per Form C of Schedule V; • a copy of the resolution passed by the Board of Directors of the issuer for allotting specified securities to promoter(s) towards amount received against promoters' contribution, before opening of the issue; • a certificate from a statutory auditor, before opening of the issue, certifying that promoters' contribution has been received in accordance with these regulations; • a due diligence certificate as per Form D of Schedule V, in the event the issuer has made a disclosure of any material development by issuing a public notice pursuant to para 4 of Schedule IX. 		certificate, auditor's certificate etc.) submitted with SEBI.	
5	Whether the listed entity has made arrangements for the use of proceeds of the issue to be monitored by a public financial institution or by a	41(1) &137(1)	Stock Exchange website / listed entity's website.	NA

	scheduled Commercial bank named in the offer document as bankers of the issuer, if the issue size, excluding the size of offer for sale by selling shareholders, exceeds one hundred crore rupees?			
6	Whether, the listed entity has made a pre-issue advertisement in one English national daily newspaper with wide circulation, Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated containing the disclosures as specified in Part A of Schedule X?	43 (1) & 139 (1)	Copy of the newspaper where advertisement has been published.	NA
7	Whether all application moneys received has been refunded to the applicants in case of non-receipt of minimum subscription of ninety per cent of the offer within fifteen days of the closure of the issue?	45 (2) & 141 (2)	Refund orders/ certificate of posting	NA
8	Whether the listed entity has done the allotment, credit of dematerialized securities and refund or unblocking of application monies, as may be applicable, electronically?	50(2) & 146 (2)	<ul style="list-style-type: none"> • Demat a/c & Bank a/c, statements etc. • Return of allotment (PAS-3). 	NA
9	Whether a post-issue advertisement has been made in accordance with the details specified in the regulation?	51(1) & 147 (1)	Copy of newspaper where the Advertisement has been published.	NA
10	Whether the listed entity has submitted a final post-issue report as specified in Part A of Schedule XVII,	55 & 151	<ul style="list-style-type: none"> • Correspondence made with the Stock Exchange. 	NA

	along with a due diligence certificate as per the format specified in Form F of Schedule V, within seven days of the date of finalization of basis of allotment or within seven days of refund of money in case of failure of issue.		<ul style="list-style-type: none"> • Copies of the report. • Certificates submitted to the Stock Exchange. 	
IPO/FPO of Convertible Debt Instruments and warrants				
11	Whether the listed entity has not been in default of payment of interest or repayment of principal amount in respect of debt instruments issued by it to the public, if any, for a period of more than six months?	Proviso to Reg. 9 & Proviso to Reg. 106	Undertaking from the listed entity has to be taken in this regard.	NA
12	Whether credit rating has been obtained from at least one Credit Rating Agency?	10 (1) (a) & 107 (1) (a)	Details of credit rating received from the Credit Rating Agency and offer document.	NA
13	Whether the company has appointed one or more debenture trustee registered?	10 (1) (b) & 107 (1) (b)	Appointment letter/ agreements	NA
14	Whether the Debenture Redemption Reserve has been created as per sub-rule (7) of Rule 18 of Companies (Share Capital and Debentures) Rules, 2014?	10 (1) (c) & 107 (1) (c)	Standalone Balance Sheets.	NA
15	Whether in case of secured debentures, the listed entity has created charge on the security?	10 (1) (d) & 107 (1) (d)	Form CHG.9 for verifying the same.	NA
16	In case of FPO, where the value of non-convertible portion of partly convertible debt instruments exceeds fifty lakhs the same may be rolled over without change in interest rate only when 75% of holders of convertible debentures have approved the rollover	108 (a)	MGT. 14 for special resolution	

	through a resolution by postal ballot?			
17	Whether debt securities have been issued for financing or providing loan to or acquisition of shares of any person who is part of the promoter group or group companies?	12 & 110	Balance Sheet	NA
18	Whether warrants have been issued along with IPO/FPO, the tenure of such warrants has not been exceeded a period of eighteen months from the date of allotment in such IPO/FPO?	13 (a) & 111 (a)	Offer document and allotment letters	NA
Post-listing exit opportunity for dissenting shareholders				
19	Whether there has any change in objects or variation in the terms of contract related to objects referred to in the offer document and if so, the promoters, or shareholders in control of an issuer, has provided an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 and as per conditions and manner provided in Schedule XX to these regulations?	59 & 157	Declaration from the listed entity in this regard to be taken.	NA
20	Whether the aggregate value of the specified securities issued on rights basis exceeds ten crore rupees or more?	60	Draft Letter of offer filed with SEBI/ Website of SEBI.	NA
21	Whether the listed entity has passed a resolution by the Board of Directors approving the proposed Rights Issue?	Sec 62 (1) of the Companies Act, 2013	Certified true copy of Board Resolution.	NA
22	Whether the listed entity has passed any shareholder resolution, in case of the following: <ul style="list-style-type: none"> increase in the authorized share capital required) (special 	Sec 62 (1) of the Companies Act, 2013	Copy of Form No. SH 7 and MGT 14 filed with ROC.	NA

	<p>resolution)</p> <ul style="list-style-type: none"> • For issue of securities under proposed rights issue. 			
23	<p>Whether there is any restraining, prohibiting or debarment order against the listed entity or any of its promoters by SEBI or any other regulatory authority?</p> <p>Whether any of the promoters or directors is a willful defaulter or it is in default of payment of interest or repayment of principal amount in respect of debt securities issued by the listed entity to the public, if any, for a Period of more than six months?</p>	61	Information on debarment on SEBI's website, CIBIL database and declaration to be obtained from company in this regard.	NA
24	Whether the listed entity has obtained in-principle approval for listing of its specified securities issued on rights basis?	62(1)(a)	Copy of application letter submitted to the Stock Exchange	NA
25	Whether the listed entity has ensured that not more than 25 percent of the total amount raised by issuance of specified securities is being allocated for general corporate purposes, as mentioned in the objects of the issue in the draft letter of offer and letter of offer filed with SEBI?	62(2)	Letter of offer/ Monitoring Agency Report	NA
26	Whether the listed entity has announced a record date for the purpose of determining the shareholders eligible to apply for specified securities in the proposed rights issue?	68(1)	Website of the Stock Exchange. Notice where record date has been announced	NA

27	Whether, the listed entity has informed to the Stock Exchange, 2 working days prior to the Board Meeting where the proposal of rights issue is to be considered?	SEBI Listing Regulations 2015	Communications made to the Stock Exchange.	NA
28	Whether the listed entity has appointed a compliance officer, lead manager and other intermediaries?	69	Appointment letter, Agreements and intimation made to the Stock Exchange in this regard.	NA
29	Whether the lead manager has submitted the following to the SEBI along with the draft letter of offer? <ul style="list-style-type: none"> • A certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s); • A due diligence certificate; • A due diligence certificate from the debenture trustee in case of an issue of convertible debt instruments; • A certificate confirming compliance of the conditions. 	71 (2)	Certified copy of Certificates submitted in this behalf.	NA
30	Whether the listed entity has appointed any monitoring agency, if yes, whether the monitoring agency has submitted its report to the company that at least 95 % of the proceeds of the issue, excluding the proceeds raised for general corporate purposes have been utilized on a quarterly basis?	82	Utilization Report.	NA
31	Whether a pre-issue advertisement for	84 (1)	Relevant copy of newspaper	NA

	the rights issue has been made in accordance with the details specified in the regulation, at least three days before the opening of the issue in at least one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language daily newspaper with wide circulation at the place where registered office of the issuer is situated?		where the advertisements are published.	
32	Whether the listed entity has ensured that the specified security has been allotted and/or application monies has been refunded or unblocked?	91(1)	<ul style="list-style-type: none"> • Return of allotment (Form No. PAS-3) • Refund order 	NA
33	Whether a post-issue advertisement for the rights issue has been made in accordance with the details specified in the regulation?	92(1)	Relevant copy of newspaper where the advertisement is published.	NA
34	Whether the listed entity has submitted the initial-post issue report and final post issue- report?	96	Copy of Initial and Final post issue reports submitted	NA
35	For the issue of bonus shares following points must be taken into consideration as per section 63 of Companies Act, 2013: <ul style="list-style-type: none"> a) Whether the issue has been authorized by its articles? b) Whether the listed entity has been authorized to make provisions in the AOA by passing resolution in the general meeting for 	293	<ul style="list-style-type: none"> • Certified true copy of resolution. • Articles of Association • Declaration from the listed entity regarding the default/fugitive offender/Balance Sheet. • Declaration from the Board of Directors that bonus shares has not 	NA

	<p>capitalization of profits?</p> <p>c) Whether it has defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it?</p> <p>d) Whether it has defaulted in respect of the payment of statutory dues of the employees, such as, contribution to Provident Fund, gratuity and bonus?</p> <p>e) Whether any partly paid-up shares, if any outstanding on the date of allotment, are made fully paid-up?</p> <p>f) Whether the listed entity which has not withdrawn the bonus issue, once announced by the Board of Directors recommending the same?</p> <p>g) Whether the bonus share has not been issued in lieu of dividend?</p> <p>h) Whether any of its promoters or directors is not a fugitive economic offender?</p>		<p>been issued in lieu of dividend.</p>	
36	<p>Whether the bonus has been issued only out of free reserves? If the bonus is issued out of reserves built out of the genuine profits or securities premium collected in cash only and reserves created by revaluation of fixed assets has not</p>	294 (4)	Balance Sheet	NA

	been Capitalized for the purpose of issuing bonus shares?			
37	Whether the listed entity has filed FCGPR form with the Reserve Bank of India in respect of allotment of bonus shares to foreign entities/shareholders within 30 days of issue of shares.	RBI Guidelines	A certified true copy of the acknowledgement of the FCGPR Form.	NA
38	Whether special resolution has been passed by the shareholders of the listed entity for making the preferential issue?	160(b)	MGT 14 filed with the ROC.	NA
39	Whether the additional disclosures as specified in the regulations were also made in the explanatory statement of the notice for the general meeting proposed for passing special resolution?	163(1)	Copy of the explanatory statement/ statutory auditor's certificate	NA
40	Whether the consideration for specified securities, if paid in cash, has been received from respective allottee's bank account?	169(4)	Bank details/ Statutory auditor's certificate.	NA
41	Whether the preferential allotment attracts the provisions of the SEBI (SAST) Regulations, 2011 with regard to the obligation to make an open offer?	170(3)	<ul style="list-style-type: none"> • Disclosures made to the Stock Exchange. • Shareholding pattern 	NA
42	Whether all the allotment has been made in dematerialized form?	170(4)	Demat account with the depository/ depository participant	NA
43	Whether a special resolution approving the QIP has been passed specifying that the allotment would be made through	172(1)(a)	MGT-14 filed with RoC.	NA

	QIP?			
44	Whether the promoters and members of promoter group has made an offer for sale through a QIP to achieve the minimum public shareholding?	173	Announcements made to the Stock Exchange and public.	NA
45	Whether the lead manager has submitted a due diligence certificate along with a copy of preliminary placement document to the Stock Exchange stating that securities are being issued under the QIP and the listed entity has complied with the requirement of the SEBI (ICDR) Regulations, 2018 ?	174(3)	Copy of due diligence certificate submitted to the Stock Exchange.	NA
46	Whether the QIP has been made on the basis of placement document and the same has been uploaded on the website of the Stock Exchange along with the disclaimer required?	175(4)	Website of the Stock Exchange.	NA
47	Whether allotment has been made in accordance with the requirements as specified under regulation 179 of the SEBI (ICDR) Regulations, 2018?	179	Return of Allotment (PAS-3).	NA

For AKP & Associates
Company Secretaries

Sd/-

Ashutosh Kumar Pandey

FCS-6847: CP-7385

Proprietor

Place: Noida

Date: 30.06.2021

UDIN-F006847C000557595

Annexure-B

SEBI (Prohibition of Insider Trading) Regulations, 2015

Sl No	Compliance Requirement	Reg. No	Basic Documents to be checked/ Verified	Remarks
1	Whether the Board of Directors of the listed entity has a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" as required to be formulated under regulation 8?	3 [2(A)]	<ul style="list-style-type: none"> Policy of the listed entity on code of practices and procedures for fair disclosure of price sensitive information. Resolution of the listed entity's board approving such policy. 	Yes
2	Whether the Board of Directors has made the parties to execute agreements to contract confidentiality and nondisclosure obligations on the part of such parties?	3(4)	The clauses of agreement executed with the parties.	Yes
3	Whether a structured digital database is maintained containing the names of such persons or entities as with whom information is shared under this regulation along with PAN or any other identifier authorized by law where PAN is not available?	3(5)	Details of database maintained by the listed entity.	Yes
4	Whether an insider has formulated a trading plan and presented it to the compliance officer for approval and public disclosure pursuant to which trades may be carried on his behalf in accordance with such plan?	5(1)	<ul style="list-style-type: none"> Trading plan submitted by the insider to the listed entity. Subsequent public disclosure thereon to the Stock Exchanges. 	NA
5	Whether the disclosures made by any person includes those relating to trading by such person's immediate relatives and any other person for whom such person takes trading decisions?	6(2)	<ul style="list-style-type: none"> Related disclosures received by the listed entity. Declaration from the listed entity that there are no other disclosures received. 	NA
6	Whether initial disclosures are received from insiders of the listed entity?	7(1)	<ul style="list-style-type: none"> Persons in the list of insiders. Disclosures made by such insiders. 	NA

			<ul style="list-style-type: none"> • Declaration from the listed entity that there are no other disclosures received. 	
7	Whether continual disclosures have been received?	7(2)	<ul style="list-style-type: none"> • Disclosures made by promoters /designated persons and related disclosures made to stock exchange by the listed entity. • Declaration from the company that there are no other disclosures received. 	Yes
8	Whether the Board of Directors of the listed entity formulated a code of practices and procedures for fair disclosure of unpublished price sensitive information as per Schedule A to these regulations?	8(1)	<ul style="list-style-type: none"> • Board Resolution approving the Code of practices and procedures. • Disclosure made on website of listed entity. 	Yes
9	Whether the Code is hosted on the website of the listed entity and a copy of the same has been sent to the Stock Exchange?	8(2)	<ul style="list-style-type: none"> • Code available on the website of the listed entity. • Correspondence made to the Stock Exchange. 	Yes
10	Whether the listed entity has formulated a code of conduct to regulate, monitor and report trading by insiders as per Schedule B of these regulations?	9(1)	<ul style="list-style-type: none"> • Code of conduct approved by the Board of Directors of the listed entity. • Disclosure of the same on the website. 	yes
11	Whether listed entity has identified and designated a compliance officer to administer the code of conduct and other requirements under these regulations?	9(3)	<ul style="list-style-type: none"> • Resolution of the Board of Directors of the listed entity. • Intimation to the Stock Exchanges. 	yes
12	Whether the Board of Directors in consultation with Compliance Officer has specified designated persons to be covered by the code of conduct?	9A(1)	<ul style="list-style-type: none"> • Resolution of the Board of Directors the listed entity. • Emails /communication sent to such persons by the Compliance Officer. 	yes
13	Whether adequate and effective system of internal controls have been put in place with the requirements given in these regulations?		<ul style="list-style-type: none"> • Internal control procedure laid down by the board of the listed entity. • Declaration to be taken from the Compliance Officer in this regard. 	yes
14	Whether Audit Committee of the listed entity has	9A(4)	<ul style="list-style-type: none"> • Minutes of Audit Committee. 	yes

	reviewed compliance with the provisions of these regulations at least once in a financial year and also that internal control is adequate and are operating effectively?		<ul style="list-style-type: none"> Measures, if any suggested by the Audit Committee and corrective action in such cases. 	
15	Whether the listed entity has framed a whistle blower policy to enable employees to report instances of leak of unpublished price sensitive information?	9A(6)	<ul style="list-style-type: none"> Contents of the Whistle blower policy formulated by the listed entity. Instances of reporting, if any. Declaration from the listed entity that there are no other instances reported. 	yes
16	Whether any enquiry has been initiated by a listed entity in case of leak of unpublished price sensitive information?	9A(7)	<ul style="list-style-type: none"> Record of Enquiry proceedings by the listed entity. Declaration from the listed entity that there are no other instances. 	NA

For AKP & Associates
Company Secretaries

Sd/-

Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor
Place: Noida
Date: 30.06.2021
UDIN-F006847C000557595