

POST BOX NO. 10077
TEL. NOS.: +91 22 22197101
FAX :0091-22- 2207 1612 / 6772
Email: writetous@bbtcl.com
Website: www.bbtcl.com
CIN: L99999MH1863PLC000002



THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

REGD. OFFICE : 9, WALLACE STREET, FORT,
MUMBAI 400 001, INDIA.

30th May, 2023

The Secretary
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI 400 001.
Scrip Code: 501425

The Manager – Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra-Kurla Complex, Bandra (E),
MUMBAI 400 051.
Scrip Code: BBTC

Dear Madam/Sirs,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed copy of Annual Secretarial Compliance Report for the financial year 2022-23 issued by Mr. Tushar Shridharani, Practicing Company Secretary and the Corporation's Secretarial Auditor.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For The Bombay Burmah Trading Corporation, Limited

NITIN
HARIYANTLAL
DATANWALA
Date: 2023.05.30
15:05:37 +05'30'

N H Datanwala
Chief Financial Officer
Encl: As above

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

10, New Marine Lines

417, Jolly Bhavan No. 1

Mumbai – 400 020

Tel. : (022) 7963 3947
Email : tushar@tusharshri.com

To,
The Board of Directors
The Bombay Burmah Trading Corporation, Limited
9, Wallace Street, Fort
Mumbai – 400 001

Dear Sir(s),

Subject: Annual Secretarial Compliance Report for the Financial Year 2022-23.

I have been engaged by The Bombay Burmah Trading Corporation, Limited (“**the Corporation**”), whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI’s Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 / NSE Circular Ref No: NSE/CML/ 2023/21 dated 16th March, 2023 and NSE Circular Ref No. NSE/CML/ 2023/30 dated 10th April, 2023, and any further modifications thereto or other applicable circulars, if any in this regard, to issue the Annual Secretarial Compliance Report thereon for the year ended 31st March, 2023.

It is the responsibility of the management of the Corporation to maintain records, devise proper system 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.

My responsibility is to verify compliances by the Corporation with provisions of all applicable SEBI regulations and circulars / guidelines issued there under from time to time and issue a report thereon.

This 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.

Place: Mumbai
Date: May 23, 2023

Tushar
Ramesh
Shridharani



Digitally signed by Tushar Ramesh Shridharani
DN: cn=Tushar Ramesh Shridharani,
2.5.4.20=7979009f964b2817240807a59f4b1bc8842b02
56da33a71210a088f1c2b7, postalCode=400006,
street=Nagar, Srinagar, 2nd floor, 27, Walkeshwar
Road, Walkeshwar, Mumbai, Maharashtra, Mumbai,
SerialNumber=79622a33a7799a84681d3ac780c3a
c8e3180,
serialNumber=72561b9c526c38ec3ad4907186e6e1a284
f8981ba6ba3ae77d93e85880ca1e, o=Personal, cn=Tushar
Ramesh Shridharani
Date: 2023.05.23 11:27:22 +0530'

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190
UDIN - F002690E000354866
Peer review certificate number – 1509/2021

Secretarial compliance report of The Bombay Burmah Trading Corporation, Limited for the year ended 31st March, 2023

I, Tushar Shridharani, have examined:

- (a) all the documents and records made available to us and explanation provided by The Bombay Burmah Trading Corporation 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, 2023 (**“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, to the extent applicable, 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;
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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
- (j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- and circulars/guidelines issued thereunder.

Further to above, I hereby report that, during the Review Period; the compliance status of the listed entity is appended below:

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
1.	<p><u>Secretarial Standards:</u></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).</p>	✓	-	-	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>- All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>- All the policies are in conformity with SEBI Regulations and</p>	✓	-	-	-

	has been reviewed and timely updated as per the regulations/circulars/ guidelines issued by SEBI.				
3.	<p><u>Maintenance and disclosures on website:</u></p> <ul style="list-style-type: none"> - The Listed entity is maintaining a functional website. - Timely dissemination of the documents/information under a separate section on the website. - 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 website. 	✓	-	-	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company is disqualified under section 164 of Companies Act, 2013.</p>	Yes	-	-	-
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	-	-	-
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	-	-	-

7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-	-	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	Yes	-	-	-
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	-	-	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-	-	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p>	Yes	-	-	The Corporation has been served

	<p>No actions 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 thereunder.</p>		-	-	<p>with a notice from NSE and BSE for delay in filing:</p> <p>a) Audited Consolidated Financial Results, for the year ended 31st March, 2022;</p> <p>b) the Report on Related Party Transactions for the half year ended 31st March, 2022</p> <p>and the Corporation has complied with the same by filing the relevant documents and making payment of the relevant fines to the stock exchanges for the period of delay. (Refer Note)</p> <p>c) The Securities and Exchange Board of India issued an order against The Bombay Dyeing and Manufacturing Company Limited(BDMC) and it's Promoter Directors/Ex MD/Ex. JMD/Ex-Directors and Ex-CFO of the Company under sections 11(1), 11(2)(e), 11(4), 11(4A), 11B(1), 11B(2) and 15i of the SEBI Act, 1992 read with Rule 5 of the SEBI (Procedure for Holding Inquiry and Imposing</p>
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1.	As per Regulation 33 (3)(d) of SEBI (LODR), the listed entity is required to file the financial statements within 60 days from the end of the financial year.	Regulation 33(3)(d) of SEBI (LODR)	Delay in filing of Audited Annual Consolidated Financial Results of the Corporation	NSE and BSE issued show cause notice and imposed penalty on 29-06-2022	Fine	Delay in filing of Audited Annual Consolidated Financial Results of the Corporation	Rs. 2,43,000 to each Stock Exchange	The Corporation has paid the fine on 14 th July, 2023.	The Corporation has filed the reason for delay in filing the Audited Annual Consolidated Financial Results and paid the imposed fine.	-
2.	As per Regulation 23 (9) of SEBI (LODR), the listed entity is required to disclose the related party transactions every six months within 15 days from the date of publication of its Standalone	Regulation 23(9) of SEBI (LODR)	Delay in reporting the related party transactions on consolidated basis	NSE and BSE issued show cause notice and imposed penalty on 14-07-2022	Fine	Delay in reporting the related party transactions on consolidated basis	Rs. 1,67,400 to each Stock Exchange	The Corporation has paid the fine on 15 th July, 2023.	The Corporation has delayed in filing the Audited Annual Consolidated Financial Results consequent to which there was a delay in filing Disclosure of Related Party Transactions. The	-

	and Consolidated Financial Results.									Corporation has then complied with the provisions and made the payment of fine.
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The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular number	Deviations	Actions taken by	Type of Action – Advisory / Clarification / Fine / Show Cause notice / Warning, etc.	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
NIL										

Place: Mumbai
Date: May 23, 2023

Tushar Ramesh Shridharani
(Tushar Shridharani)
 Practicing Company Secretary
 FCS: 2690 / COP: 2190
 UDIN - F002690E000354866
 Peer review certificate number – 1509/2021

Digitally signed by Tushar Ramesh Shridharani
 DN: cn=Tushar Ramesh Shridharani, o=Practicing Company Secretary, ou=Practicing Company Secretary, email=tushar@practisingcompanysecretary.com, c=IN
 Reason: I am the issuer of this document.
 Date: 2023.05.23 11:27:40 +05'30'