



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh
Udhna Surat 394210

Mob No.9104294564 Email Id: cs@bccindia.com Weblink: www.bccl.info

Date: 29/05/2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip ID / Code / ISIN: BCCL / 543497 / INE0KQ001017

Subject : Annual Secretarial Compliance Report for the Financial Year ended March 31st, 2024

Reference No : Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019

Dear Sir/Madam,

As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 8, 2019; please find attached the Annual Secretarial Compliance Report of Bhatia Colour Chem Limited ("the Company") for the Financial Year ended March 31, 2024, issued by Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, Secretarial Auditor of the Company.

Request you to please take the same on your records.

Thanking You,
Yours Faithfully,

For Bhatia Colour Chem Limited

Vishwa Ronak Patel
Company Secretary & Compliance Officer
M. No.: A67342
Place: Surat



**Secretarial compliance report of M/s Bhatia Colour Chem Limited
For the year ended 31.03.2024**

To
The Board of Directors
Bhatia Colour Chem Limited
CIN: L24290GJ2021PLC127878
Plot No. A/2/12, Road No. 1,
Udhana Udyog Nagar Sangh, Udhna
Surat-394210

Auditor's Responsibility:

Our responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on our audit. We conducted our audit in accordance with the Secretarial Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about compliance of acts, rules, regulations and circulars and maintenance of records.

We further state that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with standards.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

I, CS Ranjit Binod Kejriwal have examined the records of M/s Bhatia Colour Chem Limited ("the Company") which comprises:

- (a) All the documents and records made available to us and explanation provided by M/s Bhatia Colour Chem Limited
- (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 maybe relevant, which has been relied upon to make this certification.

For the Financial year ended **31.03.2024** ("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 there under and the Regulations, Circulars, Guidelines issued there under by the Securities and Exchange Board of India ("SEBI"):

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include: -

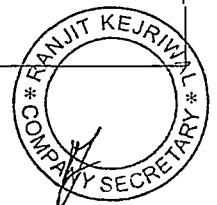
- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;



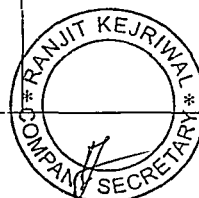
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the review period);**
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the company during the review period);**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the review period);**
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company during the review period);**
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued there under; and Circulars/ guidelines issue there under;

And based on the above examination, I /we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	
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 documents/section of the website. 	Yes Yes NA	The company is SME listed company hence Regulation 27(2) is exempted.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the director of the company are disqualified under Section 164 of Companies Act 2013.</p>	Yes	



5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</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>	NA	The Company doesn't have any Subsidiary Company.
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 NA	All related party transaction were done with prior approval of audit committee.
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 there under.</p>	No	Decision of appointment of cost auditor were disclosed to stock exchange after thirty minutes of conclusion of meetings.
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) Regulation 2015.</p>	Yes	On the basis of quarterly compliance certificate issued by the Company Secretary all the entries are updated in the software.



11	<u>Actions taken by SEBI or Stock Exchange(s) if any:</u> 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 there under.	Yes	
12.	<u>Additional Non Compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	There are no additional non compliances except those which are mentioned below in the table.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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 there under, except in respect of matters specified below: -

Sr. No.	1
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and BSE circular No. LIST/COMP/01/2018-19
Regulations/ Circular No.	Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and BSE circular No. LIST/COMP/01/2018-19
Deviations	Resubmission of Audited Financial Results for the half year and year ended on 31.03.2023
Action Taken by	-
Type of Action	-
Details of Violation	The Company has filed the Audited Financial Results for the half year and year ended on 31.03.2023 in non- readable PDF Format on 20.05.223
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The Company has filed the Audited Financial Results for the half year and year ended on 31.03.2023 in non- readable PDF Format on 20.05.2023
Management Response	The Company has again filed the Audited Financial Results for the half year and year ended on 31.03.2023 in Machine Readable PDF format on 22.05.2023.
Remarks	-

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	1
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Circular No. 20230127-37 dated 27th January, 2023 issued by BSE
Regulations/ Circular No.	Circular No. 20230127-37 dated 27th January, 2023 issued by BSE



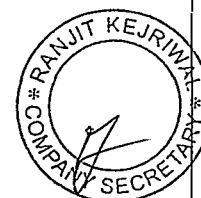
Deviations	Delay filing in XBRL of Prior Intimation of the Board Meeting to be held on 24/02/2023
Action Taken by	-
Type of Action	-
Details of Violation	-
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	XBRL of Intimation of Board Meeting to be held on 24/02/2023 was filed delayed by 6 Days.
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2023
Comments of the practicing company secretary on the actions taken by the listed entity.	The Company on became aware of the same filed the XBRL of Intimation of Board Meeting to be held on 24/02/2023 which was filed delayed by 6 Days.
Remedial actions, if any, taken by the listed entity	The Management is taking steps to ensure that all the filing are made timely.
Management Response	The company had already filed Intimation of Board Meeting in pdf format on 17.02.2023. However, at a later stage they come to know about the requirement of filing the same in XBRL format as well. Hence, they filed intimation in XBRL mode delayed.
Remarks	-

Sr. No.	2
Compliance Requirement (Regulations/ circular/guidelines Including specific clause	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulations/ Circular No.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Promoters shareholding were not completely in dematerialized form
Action Taken by	-
Type of Action	-
Details of Violation	-
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	2,08,750 shares of Promoters were held in Physical Form
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2023
Comments of the practicing company secretary on the actions taken by the listed entity.	After Corporate initiated by the Company all of the promoter's shares were dematerialized.
Remedial actions, if any, taken by the listed entity	Management initiated corporate action process in both the Depositories i.e. NSDL and CDSL and all of the promoter's shares were dematerialized.
Management Response	Our Promoter had purchased 2,08,750 shares from public shareholders which were Lock-in shares. Pursuant to which the company had initiated the corporate action process in both the Depositories i.e. NSDL and CDSL. The corporate action in NSDL was completed on 31.03.2023 and the shares got debited from the transferee's account and NSDL had issued the DNR for the physical shares. After that the company had started the corporate action process in CDSL which got completed
Remarks	-



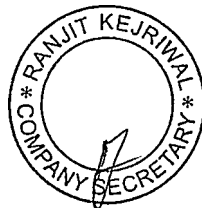
- (c) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the company has occurred. The company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.


Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>As there is no resignation of Auditor, these clauses are not applicable</p>
2.	<p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p>	<p>NA</p> <p>NA</p>	<p>There is no subsidiary company.</p> <p>There is no subsidiary company.</p>



	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of Information</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p>	<p>None</p> <p>None</p>
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>None</p>

Place: Surat
Date: 24/05/2024



Signature: 
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116F000445775
PR: 12004GJ24500

This report is to be read with our letter dated 24th May, 2024 which is annexed and forms an integral part of this report.


To
The Board of Directors
Bhatia Colour Chem Limited
CIN: L24290GJ2021PLC127878
Plot No. A/2/12, Road No. 1,
Udhana Udyog Nagar Sangh, Udhna
Surat-394210

Our report dated 24.05.2024 is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of SEBI LODR and other SEBI regulations on test basis.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 24/05/2024



Signature: 
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116F000445775**
PR: 12004GJ24500