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BNK CAPITAL MARKETS LTD.

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Date: 29th June, 2021

The Deputy General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Mumbai - 400 001
Security Code: 500069

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata - 700 001
Script Code: 10012048

Dear Sir,

Sub: Annual Secretarial Compliance Report as per Regulation 24A of SEBI SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018.

This is in reference of BSE Circular no. LIST/COMP/12/2019-20 dated May 14, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by *Ms. Priti Lakhota*, Practicing Company Secretary for the quarter & Year ended on *31st March, 2021*.

Kindly acknowledge the same.

Thanking You,

Yours Faithfully,
For BNK Capital Markets Limited

Ankita Poddar

Ankita Poddar
Company Secretary & Compliance Officer
Membership No.- ACS53978

An ISO 9001 : 2015 and ISO 27001 : 2015 COMPANY

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CIN No. : L34202WB1986PLC040542 ● RBI Regn. No. : B_05.02574 ● E-mail : corporate@bnkcapital.com

Secretarial compliance report of M/s BNK Capital Markets Ltd for the year ended 31st March, 2021

We AL & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **M/s BNK Capital Markets Ltd**("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, 2021 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **No Issue of any security during the year**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **The Share Purchase Agreement (SPA) has been executed on 30th day of March, 2021 to acquire 59.69% of the equity shares of the Company.**
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No instances were reported during the year.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **No instances were reported during the year.**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No instances were reported during the year.**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **No such instances reported during the year**
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **No such instances reported during the year**
- i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **No such instances reported during the year**
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **The Company has duly appointed a SEBI authorized Category I Registrar and Share Transfer Agent as required under Law.**



- k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
No Delisting was done during the year
- l) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **No buy – back was done during the year.**
and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder; except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Professional
1.	Regulation 23 (9) Disclosure of related party transactions on consolidated basis.	Due to the COVID-19 pandemic, the employees working from home faced strenuous workload /unavailability of proper infrastructure to work, as a result of which the disclosure of related party transactions on consolidated basis has been filed beyond the time limit by the Company for the quarter and half year ended on 30 th September, 2020. The Company had received a mail from BSE on 18.01.2021 pointing out this late submission of disclosure of related party transactions on consolidated basis.	The Company paid the fine of Rs. 47,200 to BSE on 6 th February, 2021 for late submission of disclosure of Regulation 23(9) under SEBI (LODR) Regulation, 2015, occurred due to strenuous workload as a result of Covid Pandemic. The fine has been waived off by BSE via mail dated 25.06.2021.

- 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) No action has been 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. Fine, Warning, Letter, Debarment, etc.	Observations/Remarks of the Practicing Professional
1.	The Company requested for waiver of fines levied by Bombay Stock Exchange (BSE)	Late Submission of Disclosure of related party transactions on consolidated basis under SEBI (LODR) Regulation, 2015.	Fine levied on the company as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for Regulation 23(9) of SEBI (LODR) Regulation, 2015.	Company paid the fine of Rs. 47,200 on 6 th February, for late submission of disclosure of Regulation 23(9) under SEBI (LODR) Regulation, 2015, occurred due to strenuous workload as a result of Covid Pandemic. The fine has been waived off by BSE via mail dated 25.06.2021.

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

Sr. No.	Observation/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The Years are to be mentioned)	Action Taken by the Listed Entity, If any	Observation/Remarks of the Practicing Company Secretary, on the actions taken by the listed entity
1.				NA

For AL & ASSOCIATES



 Place: Kolkata
 Date: 29/06/2021

PRITI LAKHOTIA
Practicing Company Secretary
 Membership No: 10843
 C.P. No.: 12790
 UDIN:F010843C000516931
