



BANARAS BEADS LIMITED

AN EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA

CIN No. L01131UP1980PLC004984

AN ISO
CERTIFIED
COMPANY

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Manufacturers & Exporters of All kind of Beads, Fashion Jewelry and Accessories.

REF.: BBL/SECT/
TO,
THE MANAGER
THE STOCK EXCHANGE MUMBAI,
PHIROZE JEEJEEBHOY TOWERS,
25TH FLOOR, DALAL STREET,
MUMBAI - 400001.
Fax No.: 022 22727282 / 22723132 / 22722061
E-mail- corp.relations@bseindia.com

May 30, 2019 ,

Sub.: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by Mr. Ajay Jaiswal, Practicing Company Secretary, of M/s Ajay Jaiswal & Co. for the financial year ended 31st March, 2019.

Kindly take the above documents on the records and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For **BANARAS BEADS LIMITED**


(R.K. SINGH)
COMPANY SECRETARY

Encl.: As above

Ajay Jaiswal & Co.

COMPANY SECRETARIES

ANNEXURE- I

SECRETARIAL AUDIT REPORT of BANARAS BEADS LIMITED, VARANASI FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] and Regulation 24A of SEBI (LODR) Regulations 2015

To,
The Members,
Banaras Beads Limited
Varanasi

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Banaras Beads Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Banaras Beads Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

- a) All the documents and records, books, papers, minute books, and other records maintained and made available to me by Banaras Beads Limited ("the Company"/Listed Entity) for the financial year ended on 31.03.2019.
- b) The forms and other documents filed/submitted by listed entity to stock exchanges.
- c) Website of the listed entity.
- d) Any other documents/return filed and which has been relied upon to make this certification, for the financial year ended on 31.03.2019, in respect of compliance with the provision of:

- I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- II. 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");
- III. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - i. The Securities and Exchange Board of India (LODR) Regulations, 2015;
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,
 - iii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018,
 - v. The Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014,
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
 - vii. The Securities and Exchange Board of India (Issue and Listing of non covetable and redeemed preference shares) Regulations, 2013;
 - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- IV The Companies Act, 2013 (the Act) and the rules made there under;
- V The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- VI Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE and NSE Stock Exchange(s).
- (iii) all the applicable provisions of law including ESIC, EPF, Labour laws,

and based on the above examination, I report that during the review period the company has complied all the applicable provisions of law of the Act, Rules, Regulations, Guidelines, Standards, etc., including



- (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 Company Secretary
	All complied	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/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 violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

- (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 reports	Observations made in the secretarial compliance report for the year ended ... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	No adverse action	NIL	NIL	NIL

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All the decision is carried out unanimously by the members and recorded proper way in minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no issues which required specific compliance of the provisions of Companies Act 2013, SEBI (Issue of capital and disclosure Requirements) Regulation 2009 and other acts.

Place: Varanasi
Date: 18.05.2019

