

Date: 30th June, 2020

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. Jyoti Mahatma*, Practicing Company Secretary for the quarter & Year ended on *31st March, 2020*.

Kindly acknowledge the same.

Thanking You,

Yours Faithfully,
For BNK Capital Markets Limited



Rabindra Nath Mishra
CFO & Compliance Officer

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



CS JYOTI MAHATMA
Company Secretaries
284/23, M. N. K. ROAD (N),
Kolkata-700 035

Secretarial Compliance Report
Of BNK Capital Markets Ltd for the year ended 31/03/2020

I, Jyoti Mahatma, Company Secretaries, having our office at 284/23, M N K Road (N), have examined:

- (a) all the documents and records made available to us and explanation provided by BNK Capital Markets 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 31/03/2020 ("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, 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;
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, I/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 Practising Professional
1.	Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Due to some clerical/ technical error the consolidated audit report has not been attached	Company paid the fine of Rs.236000/- on 16.04.2019 for non-compliance of Regulation 33, which occurred due to clerical/technical error in filing the consolidated audit report. However, the said non-compliance was for the previous F.Y.-2017-18.

- b. The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/ guidelines issued thereunder in so far 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. Fine, Warning Letter, debarment etc	Observation/Remarks of the Practising Company Secretary, if any
1	Company requested for waiver of fine levied by BSE	Non-compliance with Regulation 33(Financial Results) of	Fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 Dated May 3,2018 (erstwhile SEBI circular	Company paid the fine of Rs.236000/- on 16.04.2019 for non-compliance of Regulation 33, which occurred due to clerical/technical error

		SEBI(Listing Obligations and Disclosure Requirement s) Regulations, 2015 for the Quarter ended 31.03.2018	CIR/CFD/CMD/12/2015 dated November 30,2015)	in filing the consolidated audit report. However, the said non-compliance was for the previous F.Y.-2017-18.
2	Company requested for waiver of fine levied by BSE	Non-compliance with Regulation 34 of SEBI(Listing Obligations and Disclosure Requirement s) Regulations, 2015 for the Quarter ended 31.03.2019	The date of annual general meeting of the company was August 17, 2019 and therefore the due date for submission of annual report was July 27, 2019 (AGM date – 21 days); whereas the company had submitted the annual report on September 9, 2019. Hence fines were levied for 44 days delay in submission of annual report for March 2019.	Exchange vide its Letter dated 07.01.2020 has waived off the fine amount on the fact that if the companies have filed Annual Reports <u>after the AGM but within 21 working days from the AGM</u> , then <i>no penalty would be levied.</i>

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

Sr. No.	Observation/Remarks of the Practising 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 Practising Company Secretary, on the actions taken by the listed entity
1	NA	NA	NA	NA

Place: Kolkata
Date: 29.06.2020

Sd/-
(Jyoti Mahatma)
Company Secretary
Membership No. ACS No:31621
C P No. : 22434
UDIN: A031621B000398460