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Hazi Rattan Link Road, Bathinda
Punjab -151001
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Website: www.bclind.in
Email:
bcl@mittalgroup.co.in
CIN: L24231PB1976PLC003624

May 13, 2025

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| The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai – 400051 | BSE Limited Corporate Relationship Dept. 1 1st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400001 |
| BSE Code: 524332 | NSE SCRIP CODE: BCLIND |

Dear sir,

Sub: Annual Secretarial Compliance Report

Pursuant to regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the company for the year ended 31st march,2025 issued by M/S Parnami & Associates, Practicing Company Secretary.

Kindly take the information on your record.

Thanking you,

For BCL Industries Limited

Ajeet Kumar Thakur

(Company secretary & Compliance officer)



ANNUAL SECRETARIAL COMPLIANCE REPORT
for the year ended March 31, 2025

[Pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 issued by Securities and Exchange Board of India, as amended]

To
The Members,
BCL Industries Limited
Hazi Rattan Link Road,
Bathinda – 151001 (Punjab)

We have examined:

- a) all the documents and records made available to us and explanations provided by **M/s. BCL Industries 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 financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
 - i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") as amended from time to time and the Regulations, circulars, guidelines issued there under; and
 - ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA") as amended from time to time, 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 have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended from time to time; -----
Not applicable.
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time; ----- **Not applicable.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time; ----- **Not applicable.**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and compliance with the Structured Digital Database.
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended from time to time; ----- **Not applicable.**



- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time; ----- **Not applicable.**

and circulars/ guidelines issued there under;

And as required vide Circular no. NSE/CML/2023/21 dated March 16, 2023 read with Circular no. NSE/CML/2023/30 dated April 10, 2023 issued by National Stock Exchange of India (NSE), we hereby further report the compliance status of the Company during the Review Period as under:

| S. No. | Particulars | Compliance status (Yes/No/NA) | Observations/ Remarks by PCS |
|--------|---|----------------------------------|------------------------------------|
| 1. | <u>Secretarial Standards:</u> 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 | Yes | Nil |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity 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 Yes | Nil |
| 3. | <u>Maintenance and disclosures on Website:</u> <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 | Yes Yes Yes | Nil |
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | Nil |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes Yes | Nil |
| 6. | <u>Preservation of Documents:</u> 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 | Yes | Nil |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of financial year as prescribed in SEBI Regulations | Yes | Nil |
| 8. | <u>Related Party Transactions:</u> | | |



| | | | |
|-----|---|--|---|
| | <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p> | <p>Yes</p> <p>Yes</p> | <p>Nil</p> |
| 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> | <p>Yes</p> | <p>Nil</p> |
| 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> | <p>Yes</p> | <p>Nil</p> |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>A) SEBI issued a show cause notice to the Company and its managing Director for the alleged violation of Regulation 31(4) of SEBI (listing obligations and disclosure requirements) regulations, 2015 read with relevant regulations of SEBI (Issue of capital and disclosure Requirements) Regulations, 2018 and SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> <p><u>The Settlement charges paid to SEBI against above non-compliance was as follows:</u></p> <p>Rs 1430000 (Fourteen Lakh Thirty Thousand Rupees) paid by the Company</p> <p>Rs 2860000 (Twenty-Eight Lakh Sixty Thousand Rupees) paid by the Managing Director of the Company.</p> <p>Company does not expect the said Order to have any material financial impact on the Company.</p> <p>B) The Board meeting was held to review quarterly financials and related party transactions on May 22, 2024 and inadvertently the filing of RPT details as per regulation 23 (9) got delayed by 1 day and was filed on May 23, 2024 instead of filing it on May 22, 2024, hence both BSE and NSE imposed a penalty of Rs. 5000 plus GST on the Company.</p> <p>The Company pleaded to both stock exchanges for the waiver of the penalty, which subsequently was rejected by the exchange and the Company paid the penalty levied on it.</p> <p>At time of the audit conducted by us during the preparation of the Secretarial Audit Report of the Company for the financial year ended 31st march, 2024, Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A (1) of SEBI (Listing Obligations and</p> | <p>Both matters now stands disposed off, post payment of settlement charges to SEBI and payment of penalty to NSE & BSE.</p> | <p>Company has been advised to be careful of such avoidable errors in future reporting.</p> |



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| | Disclosure Requirements) Regulations, 2015, we disclosed these matters in the Secretarial audit report which is forming part of the Annual Report of the Company for the financial year 2023-24 wherein the said default and the penalty was referred under pt 10 of the said report. | | |
| 12. | Additional non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | Nil |

ompliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular IR/CFD/CMD1/114/2019 dated 18th October, 2019:

| S. No. | Particulars | Compliance status (Yes/No/NA) | Observations/Remarks by PCS |
|--------|--|-------------------------------|---|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | 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 | NA | Statutory auditor did not resign during the year. |
| | 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 | NA | Statutory auditor did not resign during the year. |
| | 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. | NA | Statutory auditor has not resigned during the year. |
| 2. | Other conditions relating to resignation of statutory auditor- | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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. | NA | Statutory auditor did not resign during the year. |
| | 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 | NA | Statutory auditor did not resign during the year. |

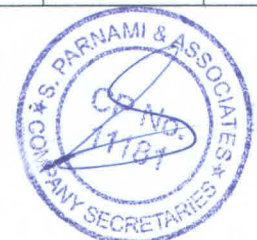


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|----|---|----|---|
| | <p>provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign 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> | NA | <p>Statutory auditor did not resign during the year.</p> <p>Statutory auditor did not resign during the year.</p> |
| 3. | 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. | NA | Statutory auditor did not resign during the year. |

The listed entity has fully complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

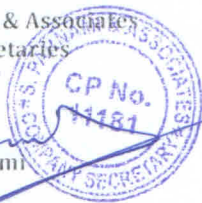
| S. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|------------|---|--|--|---|---|--|---------|
| 1) | Regulations 28 and 31 of the Settlement Regulations | | | Securities and Exchange Board of India (SEBI) | Regulations 28 and 31 of the Settlement Regulations | Violation of Regulation 31(4) of SEBI (listing obligations and disclosure requirements) regulations, 2015 read with relevant regulations of SEBI (Issue of capital and disclosure Requirements) Regulations, 2018 and SEBI (Prohibition of Insider Trading) Regulations, 2015. | Rs 1430000 (Fourteen Lakh Thirty Thousand Rupees) Rs 2860000 (Twenty-Eight Lakh Sixty Thousand Rupees). | Company does not expect the said Order to have any material financial impact on the Company | Management has settled this matter by paying settlement fees to the SEBI | |

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



| S.No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-------|---|-------------------------|------------|---|--|----------------------|---|---|--|---------|
| 1) | Regulations 28 and 31 of the Settlement Regulations | | | Securities and Exchange Board of India (SEBI) | Regulations 28 and 31 of the Settlement Regulations | | Rs 1430000 (Fourteen Lakh Thirty Thousand Rupees) paid by the Company Rs 2860000 (Twenty-Eight Lakh Sixty Thousand Rupees) paid by the Managing Director of the Company. Company does not expect the said Order to have any material financial impact on the Company | Company does not expect the said Order to have any material financial impact on the Company | Management has settled this matter by paying settlement fees to the SEBI | |

For S Parnami & Associates
Company Secretaries



Sourabh Parnami
Proprietor
Membership Number: F9396
Certificate of Practice Number: 11181
Firm Registration Number: NA
Peer Review Certificate Number: 2466/2022

Date: 12/05/2025
Place: Bathinda (Punjab)

UDIN: F009396G000323490