



**SECRETARIAL COMPLIANCE REPORT OF M/S. BEARDSSELL LIMITED
FOR THE YEAR ENDED 31ST MARCH 2022**

I, Rabindra Kumar Samal, Company Secretary in whole time practice have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s. Beardsell Limited ("the listed entity")** having its registered office at 47, Greams Road, Chennai - 6000 06,
- (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, 2022 ("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; **(Not Applicable During Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable During Review Period)**



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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable During Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable During Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 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 Company Secretary
1	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Provisions pertaining to Nomination and Remuneration Committee Composition - Two Third of the members are not Independent as applicable effective from 01/01/2022	The Committee has been reconstituted at the Board Meeting held on 11/04/2022 and accordingly complied with the provisions.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

2



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(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.
As per the Information Furnished by the Company, there are no actions taken either by SEBI or by Stock Exchanges for the F.Y 2021-22.				

(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 of practicing company Secretary made in the secretarial compliance report for the year ended March 2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity




1	<p>The National Stock Exchange of India Limited has raised two queries relating to Disclosure not received under</p> <p>a. Disclosure requirement under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulation, 2015</p> <p>b. Disclosure requirement under Regulation 29 of SEBI (Substantial Acquisition of shares and Takeover) Regulation, 2011.</p> <p>for Change in Promoters Holding of Mr. Anumolu Bharat as on 31st December, 2020 was 39,55,197 and Shareholding pattern as on 30th September, 2020 was 46,15,919.</p>	<p>The Company could not able to received Disclosures for 1111 Sale of shares of Mr. Anumolu Bharat and the same has been in advertently missed out in the disclosing to the Stock exchange.</p>	<p>The Board has discussed and informed to the respective promoter</p>	<p>The same has been inadvertently missed out in the disclosing to the Stock exchange.</p>
2	<p>Regulation 23 (9) of SEBI (LODR) Regulation, 2015</p> <p>The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges</p>	<p>The delay is unintentional and due to issues caused by Covid-19 Pandemic and medical emergency of compliance officer. Further On the basis of request from the company, fine of Rs.206500/- levied by BSE was withdrawn on 25th June 2021 and the company is waiting for waiver from NSE.</p>	<p>The Company has requested to Exchange for waiver of fees</p>	<p>The Said fees has been waived/adjusted</p>

4






3	The Company has received from BSE to clarify on Share Price Movement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not withheld any material information/event that would have bearing on the price movement.	The Company has replied to Exchange	The Company has not withheld any material information/event that would have bearing on the price movement.
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Rabindra Kumar Samal
Practicing Company Secretary
C.P.No. - 18278
FCS - 7649

Date: 30.05.2022
Place: Chennai

UDIN: F007649D000433976

5