

Secretarial Compliance Report of
Bengal Tea & Fabrics Limited
for the year ended on 31st March, 2019

I, Hanuman Mal Choraria, Proprietor - H M Choraria & Co., Practising Company Secretaries, Holding Certificate of Practice (COP) No. 1499, have examined:

- (a) all the documents and records made available to us and explanation provided by **Bengal Tea & Fabrics Limited (“the listed entity”)**,
- (b) the filings/ submissions made by the listed entity to the stock exchange;
- (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 on 31st March, 2019 (“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;

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 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Non-submission of the Annual Report for the year ended 31 st March, 2018 within the period prescribed under this regulation	BSE Limited imposed a fine of Rs. 48,000/- for delay in filling of the Annual Report for the year ended 31 st March, 2018	The Company has paid the fine of Rs. 48,000/- on 30.11.2018 along with applicable GST.

(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 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.
	NONE			



H. M. CHORARIA & CO

Practising Company Secretaries,

14/2 OLD CHINA BAZAR STREET,

4th Floor R.No. 401,

KOLKATA -700 001.

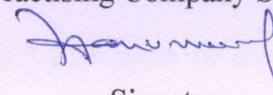
Email Id: hmchoraria@gmail.com

M.No.9830058715, (033)-22421096

(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 31 st March, 2019 (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
NOT APPLICABLE				

For, H M Choraria & Co
Practising Company Secretaries



Signature:

(Hanuman Mal Choraria)

Place: Kolkata

Date: 22.05.2019



Name of the Practicing Company Secretary
FCS No.: 2398, C P No.: 1499