

**Annual Secretarial Compliance Report of SBC Exports Limited
For Financial Year ended 31st March, 2023**

To,
**The Board of Directors
SBC Exports Limited
House No.-20, Lohiya Talab,
Choti Basahi P.O.: Vindhyachal
Mirzapur, U.P.: - 231307**

We, M/s Kumar Mandal & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by **SBC EXPORTS 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 on 31st March, 2023 ('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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **(Not Applicable to the Company during the Audit Period)**



D-583, Chittaranjan Park, New Delhi-110019

Mobile No: +91-9873715380, +91-8383014991

E-mail: ashukumar843@gmail.com

- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **(Not Applicable to the Company during the Audit Period)**
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **(Not applicable to the Company during the Audit Period)**
- j) The Securities and Exchange Board of India (Depositories and Participant) 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)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Related Party Transaction as per Regulation 23(9) of the SEBI (Listing Obligations and Disclosures Requirements), 2015 for half year ended 31.03.2022.	Regulation 23(9) of SEBI (Listing Obligations and Disclosures Requirements), 2015.		BSE Limited and National Stock Exchange of India Limited	Fine	Delayed Compliance with Regulation 23(9) of the Listing Regulations.	Rs. 2,53,700/- (including GST) each	The Company had deposited the amount of Rs. 2,53,700/- (including GST) to BSE Limited and National Stock Exchange of India	The Company had deposited the Fine amount and also filed the Waiver Request Application to both the Exchanges.	N. A



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KUMAR MANDAL & ASSOCIATES

COMPANY SECRETARIES



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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	Reconciliation of Share Capital Audit as per Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for Quarter ended 31.12.2021.	Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018	N.A	National Stock Exchange of India Limited	Warning	Delayed Compliance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018	NIL	The Company could not file Reconciliation of Share Capital Audit Reports on NSE e-portal in time due to technical problem faced by the company while uploading the same. However, the company had filed it later.	The Company could not file Reconciliation of Share Capital Audit Reports on NSE e-portal in time due to technical problem faced by the company while uploading the same. Later on the Company filed the	N.A.



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									waiver request to the exchange	
2	Shareholding Pattern as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Quarter ended 31.12.2021.	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	N.A	National Stock Exchange of India Limited	Fine	Delayed Compliance with Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	21,240/- (including GST)	The Company could not file Shareholding Pattern on NSE e-portal in time due to technical problem faced by the company while uploading the same. However, the company had filed it later.	The Company could not file Shareholding Pattern on NSE e-portal in time due to technical problem faced by the company while uploading the same. Later on the Company filed the waiver request to the exchange	National Stock Exchange of India Limited vide their Letter dated April 05, 2023 has reversed the fine levied on the Company.
3	Corporate Governance Reports as per Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for	Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations	N.A	National Stock Exchange of India Limited	Fine	Delayed Compliance with Regulation 27 of SEBI (Listing Obligations and Disclosure	62,360/- (including GST)	The Company could not file Corporate Governance Reports on NSE e-portal in	The Company could not file Corporate Governance Reports on NSE e-portal	National Stock Exchange of India Limited vide their



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Quarter ended 31.12.2021.	ons, 2015				Requirem ents) Regulatio ns, 2015		time due to technical problem faced by the company while uploading the same. However, the company had filed it later.	in time due to technical problem faced by the company while uploadin g the same. Later on the Company filed the waiver request to the exchange	Letter dated April 05, 2023 has revers ed the fine levied on the Comp any.
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I/ We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. 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 of India (ICSI).	Yes	None
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	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a	Yes	None



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	<p>functional website</p> <ul style="list-style-type: none">• 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.		
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with</p>	Yes	None



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	confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 with in the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No actions were taken against the promoters/ directors/ subsidiaries. Further, BSE Limited and National Stock Exchange of India Limited imposed a fine of Rs. 2,53,700/- (including GST) each on the Company as detailed in Table (a) above	No actions were taken against the promoters/ directors/ subsidiaries. Further, BSE Limited and National Stock Exchange of India Limited imposed a fine of Rs. 2,53,700/- (including GST) each on the Company as detailed in Table (a) above
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None

Place: New Delhi

Dated: 29.05.2023

For Kumar Mandal & Associates

(Company Secretaries)

Firm Registration Number: S2016DE419800

Peer Review Certificate No. 3129/2023



Asim Kumar Mandal
(Proprietor)

FCS No. 12516/CP No. 17039

UDIN: F012516E000402147

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