



DATE - 24/05/2019

REF. NO. - BDH/SEC/024/2019-20

BSE LIMITED
25th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001

Subject - Certificate under Regulation 24A of the SEBI (Listing Regulations and Disclosure Requirements) Regulations 2015

Dear Sir,

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a certified copy of the Annual Secretarial Compliance Report for the period ended March 31, 2019 under Regulation 24A issued by M/s. JHR & Associates, Practicing Company Secretaries.

Kindly acknowledge the receipt.

Yours Faithfully,
For BDH Industries Limited,


Nikita Phatak
Company Secretary



Encl.: As above



STAR EXPORT HOUSE



WHO-GMP Accreditation



ISO 9001:2015

Nair Baug, Akurli Road, Kandivli (E), Mumbai-400 101. INDIA.

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CIN : L24100MH1990PLC059299

**Secretarial compliance report of BDH Industries Limited for the year ended 31st March,
2019**

We JHR & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **BDH Industries Limited** (CIN: L24100MH1990PLC059299)("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 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 (**Not Applicable during the review period**);
- (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 the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

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 there-under, 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
		Not Applicable	

(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 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.
No Action taken during the financial year 2018-19				

(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... (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
This being the first Compliance Report no action was required from the Listed entity.				

Place: Thane
 Date: 22nd May, 2019



For JHR & Associates
 Company Secretaries

Tejaswi Zope
 Tejaswi Zope
 (Partner)

ACS: 29608, CP: 14839

