



**Date:** May 30, 2025.

To,  
**National Stock Exchange of India Limited**    **BSE Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai- 400051  
Listing Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Name: BHAGERIA**                      **Scrip Code: 530803**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025:**

**Ref: Regulation 24A of SEBI (LODR) Regulations, 2015:**

Dear Sir/Ma'am,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with the relevant Circular(s) issued by SEBI and Stock Exchanges from time to time, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s. GMJ & Associates, Practicing Company Secretaries for the year ended March 31, 2025.

Kindly take the same in your record and acknowledge.

Thanking you,

Yours faithfully,  
For **Bhageria Industries Limited**

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**Deepa Toshniwal**  
**Company Secretary**  
**& Compliance Officer**  
**A66073**  
Encl.: As above

**SECRETARIAL COMPLIANCE REPORT OF BHAGERIA INDUSTRIES LIMITED FOR  
THE YEAR ENDED MARCH 31, 2025**

To,  
**BHAGERIA INDUSTRIES LIMITED**  
Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre,  
Off. S.V. Road, Goregaon (West),  
Mumbai - 400 062.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **BHAGERIA INDUSTRIES LIMITED** (hereinafter referred as "the listed entity"), having its registered office at Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off. S.V. Road, Goregaon (West), Mumbai - 400 062. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2025** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- a) all the documents and records made available to us and explanation provided by 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 report,

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") and the Regulations, circulars, guidelines issued thereunder; and

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- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (LODR) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the Audit period)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the Audit period)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the Audit period)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the company during the Audit period)
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby state 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.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
Not applicable										

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended ..... (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
<b>Not applicable</b>						

We hereby report that during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1	Secretarial Standards:  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2	Adoption and timely updation of the Policies:  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI.	Yes	None

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents / information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4	Disqualification of Director(s):  None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5	Details related to Subsidiaries of listed entities have been examined w.r.t.:  (a) Identification of material subsidiary companies.  (b) Disclosure requirement of material as well as other subsidiaries.	NA  Yes	
6	Preservation of Documents:  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	None

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
7	Performance Evaluation: The listed entity has conducted performance evaluation of the board, Independent directors and the committees during the financial year as prescribed in SEBI Regulations.	Yes	None
8	Related Party Transactions:  (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 confirmation whether the transactions were subsequently approved/ratified/ rejected by the audit committee.	Yes  NA	No such case was reported during the Review period
9	Disclosure of events or information:  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.	Yes	The Company has disclosed material events under Regulation 30 within the time limits except in a few instances where the Company has submitted clarification for the delay.
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company maintains a Structured Digital Database software and the details are updated.

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11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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.</p> <p><del>The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges as specified in the last column</del></p>	NA	
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	
13	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above</p>	NA	

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We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. – **Not Applicable**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For GMJ & ASSOCIATES**

Company Secretaries

ICSI Unique Code P2011MH023200

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**CS SONIA CHETTIAR**

PARTNER

Membership No: F12649

Certificate of Practice No.: 10130

UDIN: F012649G000370754

Peer Review Certificate No.: 6140/2024

Place: Mumbai

Date: May 17, 2025.

