



Balaji Agro Oils Limited

Date: 30th May, 2024

To

Head-Listing & Compliance,
Metropolitan Stock Exchange of India Ltd (MSEI)
205(A), 2nd Floor,
PiramalAgastya Corporate Park,
LBS Road, Kurla (West),
Mumbai – 400 070.

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2024 under Regulation 24A of SEBI (LODR), 2015 - Reg

Ref: ISIN – INE049E01011; Symbol – “BALAJIAGRO”

Pursuant to Regulation 24A of SEBI (Prohibition of Insider Trading) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2024, issued by FCS Mahesh Grandhi, Practicing Company Secretary (FCS – 7120).

This is for your information and records.

Thanking you,
For BALAJI AGRO OILS LIMITED

Digitally signed
by Sridevi
Chintada
Date: 2024.05.30
15:06:50 +05'30'

(Sridevi Chintada)
Company Secretary & Compliance Officer

Regd. Office : Old Checkpost Centre, Door No. 74-2-19, Krishna Nagar, VIJAYAWADA - 520 007. Phone : 2554393, 2554326.
Factory : DAVULURU, Kankipadu Mandalam, Krishna District, A.P. Phone : (0866) 2822671, 2822672, Fax : 2822673
E-mail : balajiagro@rediffmail.com

PAN No. AACCB9632L, CIN of the Company : L15143AP1994PLC017454, website : www.baol.in
E-mail (for exchange communication & investor Grievances) : info@baol.in



G. Mahesh

Practising Company Secretary

SECRETARIAL COMPLIANCE REPORT OF BALAJI AGRO OILS LIMITED FOR THE FINANCIAL

YEAR ENDED 31st MARCH, 2024

MAHESH GRANDHI (FCS NO. 7120, Certificate of Practice No. 7160) have examined:

(a) all the documents and records made available to us and explanation provided by **Balaji Agro Oils Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 74-2-19, Old Check Post Centre, Krishnan Nagar, Vijayawada – 520007, Andhra Pradesh

(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 Report.

for the financial year 31st March, 2024 ("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 SEBI;

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

(a) Securities and Exchange Board of India (LODR) 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 and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, I/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:

Sl No	Compliance Requirement (Regulations/ Circulars/guidelines including specific clause)	Regulation/ Circulation No.	Deviation	Action taken by	Type of action	Details of deviation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Regulation 33	LODR	Failure to approve the audited financials within the specified period	METRO POLITAN STOCK EXCHANGE (MSEI)	fine /show cause notice	Failure to approve the audited financials within the specified period	330400 (Rupees Three Lakhs thirty Thousand Four Hundred only)	The Listed Entity was not considered and approved audited financials within the specified period under Reg.33 of LODR regulations.	The Listed Entity was duly convened and got approved the audited financials in the Board Meeting and complied with the regulations	--
2	Regulation 23(9)	LODR	Delay in submission of disclosure of Related party Transactions on Consolidated basis with one day delay	METRO POLITAN STOCK EXCHANGE (MSEI)	fine /show cause notice	Delay in submission of disclosure of Related party Transactions on Consolidated basis with one day delay	5000 (Rupees Five Thousand only)	The Listed Entity was submitted the Related party Transactions on Consolidated basis with one day delay under Reg.23 of LODR regulations.	The Listed Entity was submitted the Related party Transactions on Consolidated basis with one day delay under Reg.23 of LODR regulations	--
3	Regulation 46	LODR	Maintenance of Functional website	METRO POLITAN STOCK EXCHANGE	Advisory	Non-compliance with norms pertaining to functional	Nil	The Listed Entity was advised to have the functional website under Reg.46 of LODR	The Listed Entity was duly clarified with regard to the functional	--



				(MSEI)		website		regulations.	website maintained.	
4	Regulation 34	LODR	Financials need to be submitted on readable and searchable format	METRO POLITAN STOCK EXCHANGE (MSEI)	Clarification	Financials need to be submitted on readable and searchable format	Nil	The Listed Entity was asked for a clarification with regard to the submission of financials in readable and searchable format under Reg.34 of LODR regulations.	The Listed Entity was duly clarified and submitted the financials in readable and searchable format under Reg.34 of LODR regulations	--

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

Sr. No.	Observations / remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance requirement (Regulation / 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
--	--	--	--	--	--	--

I, **MAHESH GRANDHI (FCS NO. 7120, Certificate of Practice No. 7160)** 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)	Observations / 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 of India (ICSI).	Yes	The Listed Entity has generally complied with the requirements of SS-1 and SS-2 respectively in respect of conducting Board, Committee and General Meetings



2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> 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. 	<p>Yes</p> <p>Yes</p>	Complied
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. 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 redirects to the relevant document(s)/section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	Complied
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	The Listed entities have provided the required confirmation on the same and reliance has been placed on the same.
5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	The Listed entity is not having any subsidiaries / Material subsidiaries
6.	<p>Preservation of Documents:</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	Complied



7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Complied
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(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.</p>	<p>Yes</p> <p>NA</p>	Since all the related party transactions were entered after prior approval of Audit Committee and hence point (b) is not applicable.
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	Complied
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Complied
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	The Listed Entity has been fined with Rs.2,83,200/- with regard to the Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015.
			The Listed Entity has been fined with Rs.5,000/- with regard to the Non-compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015.



12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.	NA	There was no resignation of auditors during the year in the Listed Entity
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	No additional non-compliance has been observed during the review period.

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 report 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.

Place : Hyderabad

Date : 30.05.2024

Signature :

Name of the PCS : MAHESH GRANDHI

(Proprietor of G.P. Associates)

FCS No. : 7120

CP No. : 7160

UDIN : F007120F000493133

PR No. : 2111/2022

