



BANG OVERSEAS LTD.

Registered Office :405-406, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel(W) Mumbai City MH 400013 IN CIN:L51900MH1992PLC067013
Tel: + 912266607965/67, Fax+912266607970, Email : cs@banggroup.com Web: www.banggroup.com

Date: May 27, 2026

To, The General Manager, Department of Corporate Services, BSE LTD. P.J. Towers, Dalal Street, Fort, Mumbai- 400 001	To, The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
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Ref: BSE Scrip Code: 532946 and NSE Symbol: BANG

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the relevant circular(s) issued by SEBI/Stock Exchanges from time to time, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2026, issued by Mrs. Sonam Jain, Practicing Company Secretary.

This is for your information and records.

Thanking You,

Yours faithfully,

For Bang Overseas Limited

Omkar Jadhav

Company Secretary and Compliance Officer

Membership No. A76360

Encl: As stated above



ANNUAL SECRETARIAL COMPLIANCE REPORT OF BANG OVERSEAS LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2026

To,
The Board of Directors

BANG OVERSEAS LIMITED

I, SONAM JAIN, Practicing Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **BANG OVERSEAS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 405-406, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W) Mumbai -400013. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Sonam Jain, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to me, and explanation provided by **Bang Overseas Limited**
 - (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, 2026 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
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- (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 for 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 for the Review Period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not Applicable for the Review Period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable for the Review Period)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not Applicable for the Review Period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations as applicable and circulars/ guidelines issued thereunder; and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

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 India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
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	
3.	Maintenance and disclosures on Website: ● 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 re-directs to the relevant document(s)/section of the website	Yes	

4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	
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	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	
7.	Performance Evaluation: The listed entity has conducted performance evaluationof the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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	Yes	

	the audit committee.		
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	
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	
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 or The action taken against the listed entity / its promoters / directors/ subsidiaries/ either by SEBI or by stock Exchanges are specified in the last column.	Yes	
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 change in the Auditors of the Company

13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	The Company has not complied with the regulation 31 (2) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the 100% promoters' shareholding should be in demat.
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such	NA	

	resignation, has issued the limited review/ audit report for the lastquarter of such financial year as well as the auditreport for such financial year.		
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2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting forthe quarterly Audit Committee meetings.	NA	
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documentshas been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed theAudit Committee the details of information / explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resignas mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information:		

	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	31 (2) of SEBI Listing Obligations and Disclosures Requirements) Regulations, 2015	Non - compliance of regulation 31 (2) of SEBI LODR	NA	NA	100% Promoter shareholding not in Demat Form	NA	63600 Shares held by promoter group are in physical form not in demat as required under regulation 31 (2) of SEBI (LODR) Regulations, 2015	The management is taking necessary efforts to maintain 100% of shareholding of promoter(s) and promoter group in dematerialized form	
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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 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
1	63600 Shares held by promoter group are in physical form not in demat as required under regulation 31 (2) of SEBI (LODR) Regulations, 2015	31 st March, 2024, 2023,2022, 2021....	31 (2) of SEBI (LODR) Regulations, 2015	100% Promoter shareholding not in Demat Form	The management is taking necessary efforts to maintain 100% of shareholding of promoter(s) and promoter group in dematerialized form	
2	Due to some technical issues	31 st March, 2025	Regulation 3(5) & 3(6)	Insider and UPSI	Management has taken necessary	Company made

	with the SDD Software, the Company has maintained the database in excel sheet.		SEBI (Prohibition of Insider Trading) Regulations, 2015	database to be maintain in SDD software	action and currently database is being maintain in SDD software only	compliance with provision
3	As on 31 st March, 2025 there are less than Six Directors on the Board (regulation 17 read with regulation 3 of SEBI (LODR) Regulations, 2015.	31 st March, 2025	Regulation 17 read with regulation 3 of SEBI (LODR) Regulations, 2015	Minimum Six Directors to be appointed on Board by top 2000 listed companies, till 3 years	Additional one Director appointed on the Board on May 05, 2025 to make compliance with the regulation.	Company made compliance with provision

Further, I report that the listed entity is in compliance with the disclosure requirements of the Employee Benefit Scheme documents in the 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. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

Sonam
Amit Jain

SONAM JAIN
Company Secretary
FCS No: F9871
COP NO: 12402

Place: Mumbai
Date: 25.05.2026
UDIN: F009871H000460079