Kanak Jani

Chartered Accountant & Insolvency Professional IBBI Reg No. IBBI/IPA-001/IP-P-01757/2019 -2020/12685

May 29, 2024

To, BSE Limited Listing Department Floor 25, P.J. Towers, Dalal Street, Mumbai-40001 **Scrip Code: 500540** To, National Stock Exchange of India Ltd Listing Department 'Exchange Plaza', Bandra-Kurla Complex, Bandra (E), Mumbai 400051 **NSE Symbol: PREMIER**

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the year ended 31st March 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with relevant SEBI Circular issued from time to time, we are enclosing herewith the Annual Secretarial Compliance Report certified by M/s. Anisha Jhunjhunwala & Associates, Practicing Company Secretaries, Ahmedabad.

Kindly take the same on record and acknowledge receipt.

Thanking you, Yours faithfully,

For Premier Limited (In CIRP)

Kanak Jani Digitally signed by Kanak Jani Date: 2024.05.29 15:20:51 +05'30'

Kanak Jani Resolution Professional IP Reg. No: IBBI/IPA-001/IP-P-01757/2019 -2020/12685 Email ID: premier.cirp@gmail.com AFA Valid till: 19-12-2024

Registered. Office: 17, Sai Moreshwar Luxuria,Plot No. 74, Sector 18, Kharghar , Next to Sanjeevani International School, Navi Mumbai, Maharashtra -410210 Correspondence Office: 4th Floor, Indian Mercantile Mansion Extn, Madame Cama Road, Colaba, Mumbai – 400005 Email Id: premier.cirp@gmail.com | Contact No: 9819875760



ANISHA JHUNJHUNWALA & ASSOCIATES **Company Secretaries in Practice**

B. Com, CS, CSR Professional

SECRETARIAL COMPLIANCE REPORT

OF PREMIER LIMITED

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

[Issued in Pursuance to sub-regulation (2) of Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements)

Regulations, 2015]

The Company is undergoing the Corporate Insolvency Resolution Process w.e.f. 29th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench dated 29th January 2021. As per Section 17 of Insolvency and Bankruptcy Code, 2016 ("IBC"), the power of the Board is suspended and vested with Resolution Professional ("RP") i.e. Ms. Kanak Jani, RP is discharging the duties of the suspended Board. It is important to mention herein that the resolution plan submitted by Fab Metals Private Limited & Person Acting in Concert & Others is approved by the committee of creditors and the same is pending for adjudication before Hon'ble National Company Law Tribunal, Mumbai Bench.

We have examined: -

- (a) all the documents and records made available to us, and an explanation provided by PREMIER LIMITED (" the company/ 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 March 31, 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, and 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, (a) 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, (b) 2018- Not Applicable;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, ·(c) 2011:
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not Applicable;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not Applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- Not Applicable;
- Securities and Exchange Board of India (Prohibition of Insider Trading Regulation, 2015 and circulars/ (g) guidelines issued thereunder;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:



6 Srinath Society, Near Panchdev Mahadev Mandir Karmachari Rasta, Ghatlodia, A' bad- 380061 csanishajhunjhunwala2017@gmail.com \$+91 7596826506



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(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	Regulati on/ Circular No.	Deviati ons	Action Taken by	Type of Actio n	Details of Violation	Fine Amount	Observation s/Remarks of Practicing Company Secretary	Management Response	Remarks
	íncluding specific clauses)		-							
1.	Regulation 6(1) of SEBI LODR Regulations, 2015- A listed entity shall appoint a qualified company secretary as the compliance officer	Regulati on 6	Non- complia nce with require ment to appoint a qualifie d compan y secretar y as the complia nce officer	BSE & NSE	Fine Impo sed by BSE & NSE	Non- Appointm ent of Company Secretary & Complian ce Officer of the Company	6,49,000	The company has failed to appoint a company secretary & compliance officer after the resignation of Mr. Umesh Mistry w.e.f 3 rd July 2020. Till date the company has not made the payment of fine.	The Company is undergoing the CIRP w.e.f. 29 th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench	
2.	Regulation 46 of (LODR) Regulations, 2015:	Regulati on 46	Websit e	NSE	Advi sory Lette r	The company is not maintaini ng a functional website Delay in	1 82 000	Website of the company is non- functional	The Company is undergoing the CIRP w.e.f. 29 th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench	
3.	Regulation 33 of (LODR) Regulations, 2015:	Regulati on 33	Financi al Results	NSE	Fine Impo sed by NSE	Delay in submissio n of financial results for the year ended March, 2023	1,82,900	Till date company has not made the payment of fine	Inadvertently, two pages were missed from scanning in the PDF mode, however the Resolution Professional has taken the note of the same and will make her best	

Page 2 of 6

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6 Srinath Society, Near Panchdev Mahadev Mandir Karmachari Rasta, Ghatlodia, A' bad- 380061 🔀 csanishajhunjhunwala2017@gmail.com| 🖙 91 7596826506



ANISHA JHUNJHUNWALA & ASSOCIATES Company Secretaries in Practice B. Com, CS, CSR Professional

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ANISHA JHUNJHUNWALA & ASSOCIATES Company Secretaries in Practice

B. Com, CS, CSR Professional

	exchan ge(s)		("NCLT") Mumbai	
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<u>Note:</u> During the financial year 2023-2024, no Committee's meeting, separate meeting of independent directors, board meeting was held, as the power of the board, stood suspended w.e.f 29th January 2021 due to initiation of the Corporate Insolvency Resolution Process ("CIRP") and vested with Resolution Professional ("RP") i.e. Ms. Kanak Jani, RP is discharging the duties of the suspended Board.

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

Sr.	Compliance	Regulati	Deviatio	Action	Type of	Details of	Observations	Managemen	Remarks
No	Requirement	on/	ns	Taken by	Action	Violation	/Remarks of	t Response	
·	(Regulations/	Circular			(advisory/		Practicing		
· .	circulars/	No.	1. A A	*	Clarification/		Company		
	guidelines			21	Fine /Show		Secretary		
	including				Cause				
	specific				Notice/Warni				
	clauses)				ng, etc.)				
1	Implementing	Regulati	Failed to	-	-	Failed to	Not in	-	Yet to be
1	the Digital	on 3(5)	Impleme			Implement	compliance of		complied
1.1.2	Database		nt the	· · · · ·		the Digital	Regulation		
	under the		Digital		1 A 1	Database as	3(5) of the		
· · · ·	Regulation		Database			required	SEBI		
	3(5) of the	-	as			under	(Prohibition		
•	Securities and	5 C 5.	required	$-\mathcal{U}_{1}^{(1)}$		Regulation	of Insider		
	Exchange		under		1	3(5)	Trading)		
	Board of	•	Regulati	1 d	Star Sant	5(5)	Regulations,		
	India		on 3(5)		·		2015		- C
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2.	Regulations,				1				
-	2015					N	Fail to		Yet to be
2	Non-	Regulati	Non-	-	-	Non-		-	
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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)	Observations /Remarks by PCS
1 .	Secretarial Standard 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	Secretarial Standard-1 is not applicable during the financial year as the Company is undergoing the CIRP and the power of the Board is suspended and vested with Resolution Professional ("RP"). Secretarial Standard-2 is duly complied by the company.
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	No	The Company is undergoing the CIRP w.e.f. 29 th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench. As per Section 17 of Insolvency and Bankruptcy Code, 2016 ("IBC"), the power of the Board is

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ANISHA JHUNJHUNWALA & ASSOCIATES Company Secretaries in Practice B. Com, CS, CSR Professional

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	 All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/ guidelines issued by SEBI. 		suspended and vested with Resolution Professional ("RP") i.e. Ms. Kanak Jani, RP is discharging the dutics of the suspended Board.
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 	No	The Company is undergoing the CIRP w.e.f. 29 th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench. As per Section 17 of Insolvency and Bankruptcy Code, 2016 ("IBC"), the power of the Board is suspended and vested with Resolution Professional ("RP") i.e. Ms. Kanak Jani, RP is discharging the duties of the suspended Board.
4	Disqualification of Director: None of the Directors of the Company are disqualified	Yes	None
	under Section 164of Companies Act,2013.		
5.	* <u>Details related to Subsidiaries of listed entities:</u>	NA	The listed entity does not have any subsidiary company
	 a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries 		
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,2015	Yes	During the period under review, no board meeting/committee's meeting/separate independent directors meeting were held, however the records pertaining to Annual General Meeting is duly maintained.
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees every financial year during the financial year as prescribed in SEBI Regulations.	No	No performance evaluation taken place as the Company is undergoing the CIRP and the power of the Board is suspended and vested with Resolution Professional ("RP").
8	Related Party Transactions:a) The listed entity has obtained prior approval of Audit Committee for all Related party transactionsb) In case no prior approval obtained, the	Yes	As per the available details, no transactions with related parties were taken place.
	listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee		N
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	None

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ANISHA JHUNJHUNWALA & ASSOCIATES Company Secretaries in Practice

B. Com, CS, CSR Professional

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	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015		The Company is undergoing the CIRP w.e.f. 29 th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench. As per Section 17 of Insolvency and Bankruptcy Code, 2016 ("IBC"), the power of the Board is suspended and vested with Resolution Professional ("RP") i.e. Ms. Kanak Jani, RP is discharging the duties of the suspended Board.
11	Actions taken by SEBI or Stock Exchange(s). if	Yes	The stock exchange (BSE & NSE) has levied fines
	any:		for the non-compliance of LODR regulations.
	No Actions taken against the listed entity/ its		in Dobit regulations.
	. promoters/ directors/ subsidiaries either by SEBI or by		18
	Stock Exchanges (including under the Standard		
	Operating Procedures issued by SEBI through various	×	
	circulars) under SEBI Regulations and circulars/		
	guidelines issued thereunder		
12	Resignation of statutory auditors from the listed	NA	None
	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		
12	LODR Regulations by listed entities.	- 10 B	
13	Additional Non-compliances, if any:	Yes	None
È	No additional non-compliances were observed other than those stated above.		

Assumptions & Limitations 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 the 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.

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For Anisha Jhunjhunwala & Associates Company Secretaries ICSI Unique Code: S2021GJ789700

No.-20967 Ahmedabad Anisha Jhunjhunwala

Anisha Juunjuunwala Proprietor COP: 20967 UDIN: A051318F000479834 Peer Review Certificate No.: 1303/2021

Date: 29-05-2024 Place: Ahmedabad

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