



# Prabhav Industries Limited

30<sup>th</sup> May, 2024

To  
The General Manager-Listing  
Corporate Relationship Department  
BSE Limited, Ground Floor,  
P.J. Towers, Dalal Street, Mumbai

Scrip Code: 531855

Dear Sir/Madam,

**Sub: Compliance with the Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31<sup>st</sup> March, 2024.**

Pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019, please find enclosed herewith Annual secretarial compliance Report for the financial year 2023-2024 issued by M/s HRU & Associates, Practicing Company Secretaries Firm (CP No.:20259).

We request you to take the above information on your records and disseminate the same to the investors through the website.

Thanking You

Yours faithfully,

For Prabhav Industries Limited

Gautam Kalu Mohite  
Director  
DIN: 07703344



Encl: as above



HRU & ASSOCIATES  
Company Secretaries

Hemanshu R. Upadhyay  
B. Com., A.C.S.

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Mumbai -400067.

**SECRETARIAL COMPLIANCE REPORT OF PRABHAV INDUSTRIES LIMITED**  
**FOR THE YEAR ENDED MARCH 31, 2024**

To  
The Board of Directors  
Prabhav Industries Limited  
Office No. 348, Massimo Commercial Building,  
3rd Floor, Althan Bhimrad Road,  
Bhimrad, Surat, Gujarat, 395017

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Prabhav Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Office No. 348, Massimo Commercial Building, 3rd Floor, Althan Bhimrad Road, Bhimrad, Surat, Gujarat, 395017. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion 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, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Hemanshu Upadhyay, Proprietor of Hru & Associate. (Practicing Company Secretary Firm), having office at OFFICE F-15, Sai Krupa Mall, Opp Dahisar Railway Station (west), Mumbai -400067 have examined:

- (a) all the documents and records made available to us and explanation provided by Prabhav Industries Limited ("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 31<sup>st</sup> 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 there under; 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;
- (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 as there is no instance of Buyback during the year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as there is no instance of Share Based Employee Benefits during the year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as there is no instance of Issue and Listing of Debt Securities during the year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as there is no instance of Issue and Listing of Debt Securities during the year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued there under;

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 thereunder, except in respect of matters specified below: **Refer Annexure "A" annexed to the Report**

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Refer Annexure "B" annexed to the Report.**

I further report that –

- (a) The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 29, 2023.
- (b) There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**Additional Affirmations on the status of compliances followed by listed entity during the review period:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> 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	Nil
2.	<b>Adoption and timely updating of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI</li> </ul>	Yes  Yes	Nil  Nil
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional</li> </ul>	Yes	Nil



	<p>website</p> <ul style="list-style-type: none"> <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 re-directs to the relevant document(s)/ section of the website.</li> </ul>		
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	Nil
5.	<p><b>To examine details related to Subsidiaries of listed entities:</b></p> <p>a) Identification of material subsidiary companies</p> <p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA NA	The Company does not have any Subsidiary
6.	<p><b>Preservation of Documents:</b></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	Nil
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Nil
8.	<p><b>Related Party Transactions:</b></p> <ul style="list-style-type: none"> <li>• The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>• 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</li> </ul>	Yes NA	Nil
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required</p>		



	disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions 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 there under	Yes	Nil
12.	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Nil

*\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

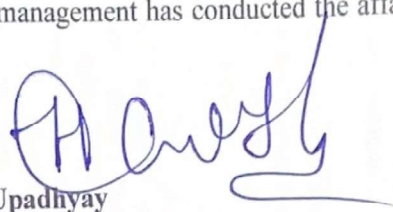
**Assumptions & Limitation of scope and Review:**

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 Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation /reports / certificates of technical subject experts about the compliance of laws, rules and regulations, happening of events, etc. and relied upon.
5. Maintenance of secretarial records is the responsibility of the management of the Company. My Responsibility is to express an opinion on these secretarial records, based on my inspection of records produced before us for Audit.



6. 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.

**Date: 30/05/2024**  
**Place: Mumbai**

**Signature:**   
**Hemanshu Upadhyay**  
**Proprietor**  
**Membership No. 46800**  
**CP No. 20259**  
**UDIN No.: A046800F000499813**  
**Peer review No: 3883/2023**



Annexure "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 (Advisory/Clarification/Fin Notice/ Show Cause Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)	Management Response
1	The chief executive officer and the chief financial officer shall provide the compliance certificate to the board of directors as specified in Part B of Schedule II	Regulation of 17(8) SEBI (Listing Obligations and Disclosure Requirement Regulations 2015.	The Company has not appointed any CEO/ CFO.	Not Any	Not Any	Not Any	Nil	As on the date of report of company has appointed CFO.	As on the date of report of company has appointed CFO.
2	The listed entity has published in the newspaper notice of Board meeting for result, financial result, notice given to shareholders by advertisement.	Regulation of 47(1) SEBI (Listing Obligations and Disclosure Requirement Regulations 2015.	The Company not publish any newspaper advertisement for notice of board meeting, financial result and	Not Any	Not Any	Not Any	Nil	The company has not published any advertisement in the newspaper for FY 2022-23, 2023-24 for said regulation.	The company is not able to publish the same in the newspaper.





3	A listed entity shall appoint a qualified company secretary as the compliance officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	The Company has not appointed Company Secretary.	BSE Limited.	Penalty imposed for such non-compliance vide its letter dated May 14, 2019.	Company was not appoint a qualified company secretary as the compliance officer.	1,06,200/-	The Company has appointed CS.	The Company has appointed CS.
4	Payment of Annual Listing Fees (ALF)	Annual Listing Fees (ALF)	The Company has not paid the ALF as on the date of this report.	BSE Limited.	Fees	Company was not paid ALF Fees.	13,38,790/-	The Company has not paid the ALF as on the date of this report.	Due to adverse financial situation company was unable to pay ALF.
5	The company has to submit the Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement s) Regulations 2015.	Company has received the notice under Regulation 34 of SEBI (LODR) Regulation, 2015 for Non-submission of the	BSE Limited.	Penalty	Company was not submitted the Annual Report for the March, 2018.	37,760/-	The company has not paid the penalty as on the date of this report.	Due to adverse financial situation of the company was unable to pay penalty imposed under regulation 34 of SEBI (Listing Obligations and Disclosures Requirements)



		Annual Report for March, 2018 vide its letter dated November 16, 2018.							Regulations 2015.
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**Annexure "B"**

**The listed entity has taken the following actions to comply with the observations made in previous reports: -**

Sr. No.	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)	Management Response
1	No action has been taken by the company except appointment of CS and CFO, related to previous penalty and prosecution notices issued by various Entity either by SEBI or by Stock Exchanges. Management will responsible for True and Correctness of compliances and all matters, we are providing our Opinion on 'As is Where is' Basis; Subject to Such information provided by Management and its representative. We are unable to give our view on verification and Examination of physically maintained proper book of records and other related documents and evidences of Various meetings and attendance and other matters.								

*Note: I have conducted online verification and examination of records, as facilitated by the Company and their representatives for the purpose of issuing this Report / Certificate.*

