



# PREMIER LTD.

May 31, 2019

BSE Ltd. Floor 25, P. J. Towers Dalal Street Mumbai – 400 001  [Scrip Code No.500540]	The Manager Listing Department National Stock Exchange of India Ltd. “Exchange Plaza”, C-1, Block-G Bandra –Kurla Complex Bandra (East) Mumbai – 400 051  [Scrip Symbol: PREMIER]
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Dear Sirs,

**Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (LODR) Regulations, 2015**

In term of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report duly issued by Mr. N. L. Bhatia, Practicing Company Secretary, for the financial year ended March 31, 2019.

You are requested to take the above on your record.

Thanking you,

Yours faithfully,  
For Premier Ltd.

Umesh J. Mistry  
Company Secretary



**N L BHATIA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

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Website : www.nlba.in

To,  
The Board of Directors,  
Premier Limited,  
CIN: L34103PN1944PLC020842  
Mumbai Pune Road, Chinchwad  
Pune-411019

**Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19**

Dear Sir,

We have been engaged by Premier Limited (hereinafter referred to as the 'Company') bearing CIN: L34103PN1944PLC020842 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 DATED 08<sup>TH</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

**Date:** 30<sup>th</sup> May, 2019  
**Place:** Mumbai

**For M/s N L Bhatia & Associates**  
**Practicing Company Secretaries**  
**UIN: P1996MH055800**



*Navnit Lal Bhatia*

**N. L. Bhatia**  
**Managing Partner**  
**FCS: 1176**  
**CP. No. 422**



**Secretarial compliance report of Premier Limited for year ended 31<sup>st</sup> March, 2019**

We, M/s N L Bhatia & Associates, Practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Premier 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, 2019
- e) books, papers, minute books, forms and returns filed

for the year ended 31<sup>st</sup> March, 2019 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 Securities and Exchange Board of India ("SEBI");

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

- 1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 3) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- 4) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable on the Company;

and based on the above examination, We hereby report that, for the year ended 31<sup>st</sup> March, 2019:



- 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)	Deviations	Observations/ Remarks of the Practising Company Secretary
None			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
None				

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
None				

Place: Mumbai

Date: 30<sup>th</sup> May, 2019



For M/s N L Bhatia & Associates  
Practising Company Secretaries  
UIN: P1996MH055800

*Naveen Bhatia*

N L Bhatia  
Managing Partner  
FCS: 1176  
C.P. No. 422