

Date: 23.05.2023

To
THE SECRETARY
THE BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI-400 001

Dear Sir/Madam,

ISIN: INE438C01010

REF SCRIP: 540703---PRO CLB GLOBAL LIMITED (Formerly PROVESTMENT SERVICES LIMITED)

SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR FINANCIAL YEAR ENDED 31st MARCH 2023.

In terms of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company viz. **PRO CLB GLOBAL LIMITED** (Formerly Provestment services Limited) by **M/s. MOHIT SINGH & ASSOCIATES, Company Secretaries**, for the Financial Year ended on 31st March, 2023.

Kindly take the same on records.

Thanking You

FOR **PRO CLB GLOBAL LIMITED**
(Formerly PROVESTMENT SERVICES LIMITED)

DEEPIKA RAJPUT
(COMPANY SECRETARY AND COMPLIANCE OFFICER)

Encl: As below



MOHIT SINGH & ASSOCIATES

COMPANY SECRETARIES

To,
The Board of Directors,
PRO CLB GLOBAL LIMITED
CIN: L74899DL1994PLC058964
BUILDING NO. 5, FIRST FLOOR,
PUSA ROAD W.E.A. KAROL BAGH,
NEW DELHI – 110005

Date: 23.05.2023

Sir/Madam,

ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR 2022-23

I have been engaged by PRO CLB GLOBAL LIMITED (hereinafter referred to as 'the Company') bearing CIN: L74899DL1994PLC058964 whose equity shares are listed on BSE Limited (Security Code: 540703 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 08th 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 provisions of all 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.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: **2204/2022**

MOHIT SINGH
Proprietor
CP No.: 17756
M No.: A47259



MOHIT SINGH & ASSOCIATES

COMPANY SECRETARIES

Annual Secretarial Compliance Report of PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)
For the financial year ended 31st March, 2023

I, Mohit Singh, Proprietor of Mohit Singh & Associates, a firm of Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)** (“the listed entity”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity i.e. www.proclbglobal.com
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2023** (“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 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 during 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 during the review period}**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **{Not applicable during the review period}**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **{Not applicable during the review period}**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **{Not applicable during the review period}**
- (i) The employees State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952,
- (j) Other regulations as applicable and circulars/guidelines issue there under:



MOHIT SINGH & ASSOCIATES

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and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- c) The listed entity has taken the following actions to comply with the observations made in previous reports- **Not Applicable**.
- d) During the period under review, Mr. Krish Sandeep Manocha (DIN:09295375) and Ms. Namisha Pulhani (DIN: 09201140) has resigned from the post of Directorship on 30.07.2022.
- e) During the period under review, Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of Whole Time Director and KMP on 31.03.2023.

I also report that in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the Secretarial Standards and Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	The Company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2.	<u>Adoption and timely updation of the Policies:</u> <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	Yes	None



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	<ul style="list-style-type: none">All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI		
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-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	Yes	None
4.	<u>Disqualification of Director:</u> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> <p>(a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	None
6.	<u>Preservation of Documents:</u> <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	None
7.	<u>Performance Evaluation:</u> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every</p>	Yes	None



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	financial year as prescribed in SEBI Regulations		
8.	<p><u>Related Party Transactions:</u></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>	Yes	None
9.	<p><u>Disclosure of events or information:</u></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	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	The Company has not maintained the Structured Digital Database (SDD) as per the Regulation 3(5) of (Prohibition of Insider Trading) Regulations, 2015. Further the reporting of the SDD compliance has been done by the Company.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 thereunder</p>	Yes	None



MOHIT SINGH & ASSOCIATES

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12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

I further report that no event of resignation and appointment of Statutory Auditors took place during the reporting period in the listed entity under the provisions of Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: **2204/2022**

Place: New Delhi
Date: 23.05.2023

MOHIT SINGH
Proprietor
CP No.: 17756; M No.: A47259
UDIN: A047259E000355567