

Prithvi Exchange (India) Limited



29th May, 2023

To

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai, 400 001

Dear Sir/ Madam,

Sub Annual Secretarial Compliance Report for the year ended 31st March, 2023

Ref: Scrip code 531688

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are forwarding herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023 issued by the Practicing Company Secretary.

Please take the same on record.

Thank you,

Yours faithfully

For Prithvi Exchange (India) Limited

PAVAN KUMAR
KAVAD A

Digitally signed by PAVAN
KUMAR KAVAD A
Date: 2023.05.29 17:31:36 +05'30'

Pavan Kumar Kavad
Executive Director
DIN: 07095542

Encl: as above

SECRETARIAL COMPLIANCE REPORT
For the financial year ended 31ST March 2023 OF
M/s. **PRITHVI EXCHANGE (INDIA) LIMITED**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, NSE Circulars No. NSE/CML/2023/21 dated March 16, 2023 and NSE/CML/2023/30 dated April 10, 2023 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
PRITHVI EXCHANGE (INDIA) LIMITED
Gee Gee Universal, 2nd Floor, Door No. 2,
Mc Nichols Road, Chetpet, Chennai - 600 031.

Dear Sir/Madam

We have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued there under for the Financial Year ended 31st March 2023 for M/s. PRITHVI EXCHANGE (INDIA) LIMITED, having CIN: L30006TN1995PLC031931, ("the Company"). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined

- a) the documents and Records, made available to us and explanation provided by the Company.
- b) the filings/ submissions made by the Company to the Stock exchange.
- c) Compliances made at the website of the listed entity.
- d) Other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended as on March 31st 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 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"); are made wherever applicable.

V.ESAKI & ASSOCIATES
COMPANY SECRETARIES

GSTIN : 33AAWPE9242Q1ZX
Phone : 044 - 26194692
Email : esakics@gmail.com
Mobile : +91 9789804692

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

- (a) The Provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Provisions of 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, including the provisions with regard to disclosures and maintenance of records required under the said regulation.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; were not applicable.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; were not applicable
- (f) The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; were not applicable
- (g) The provisions of Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; were not applicable.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
- (i) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (j) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 were not applicable during the review period.

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given to me by the Company, We report that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under.

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	No deviations were noticed

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2	<p>Adoption and timely updation of the Policies:</p> <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. ➤ 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	No deviations were noticed
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ➤ 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	No deviations were noticed
4.	<p>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</p>	Yes	No deviations were noticed
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other Subsidiaries.</p>	Yes	The Company has incorporated an Wholly Owned Subsidiary Company on 29-03-2023.
6	<p>Preservation of Documents:</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	No deviations were noticed
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	No deviations were noticed

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8	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Yes</p>	No deviations were noticed
9	<p>Disclosure of events or information: The listed entity has provided all the required disclosure (s) under Regulation 30 along with Schedule II of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	Yes	No deviations were noticed
10	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	No deviations were noticed
11	<p>Actions taken by SEBI or Stock Exchange 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.</p>	Yes	No deviations were noticed
12	<p>Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	NA

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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: -

S.No.	Compliance requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	

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

S.No	Compliance Requirement (Regulations /circulars/guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by Listed Entity	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Remarks
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

(a) The listed entity to the extend maintained records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

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- (b) There were no actions taken against the listed entity/its promoters/ directors/ 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 there under:
- (c) We further report that, there was no event of resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No.CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Yours Faithfully

For V.Esaki & Associates

Company Secretaries

VENUGOPA
Digitally signed by VENUGOPAL
ESAKI
Date: 2023.05.29 14:13:33 +05'30'

L ESAKI

(V.Esaki)

Proprietor / Membership No: 30353

UDIN: A030353E000407499

Place : Chennai

Date : 29/05/2023