

30th May, 2024

The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Plot No. – C – 1, G Block,
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400051

The General Manager,
Department of Corporate Services,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

NSE Code:- PCBL

BSE Code:- 506590

Dear Sir,

Sub:- Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for the financial year ended 31st March, 2024

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company received from M/S. Vinod Kothari and Company, Practising Company Secretaries, for the financial year ended 31st March, 2024, pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/1/27/2019 dated 8th February, 2019.

We request you to take the afore-mentioned information in record and oblige.

Yours faithfully,
For **PCBL LIMITED**

KAUSHIK
MUKHERJEE
E

Digitally signed by
KAUSHIK
MUKHERJEE
Date: 2024.05.30
18:45:39 +05'30'

K. Mukherjee
Company Secretary & Chief Legal Officer

Encl: As above

PCBL Limited

Registered Office: 31 Netaji Subhas Road, Kolkata – 700 001, West Bengal, India

Corporate Office: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcbltd.com | **CIN:** L23109WB1960PLC024602

VINOD KOTHARI & COMPANY

Practicing Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 3742 | 4001 0157
Email: Corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No -AAMFV6726E
Udyog Aadhar Number – WB10D0000448
GSTIN:19AAMFV6726E1ZR

Secretarial compliance report of PCBL Limited for the year ended March 31, 2024

We have examined:

- all the documents and records made available to us and explanation provided by **PCBL Limited** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- 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:

- the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued there under; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -Not applicable during the Review Period;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;-Not applicable during the Review Period;

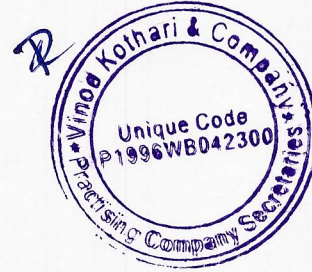
Mumbai: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, India
Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



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- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('**PIT Regulations**');
 - (h) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);
 - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- and circulars/ guidelines issued thereunder;

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



Continuing Sheets

I. (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	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks

See Table II below as may be applicable

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

Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
	The listed company shall take special contingency insurance policy from the insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company.	SEBI Circular SEBI/HO/MIRSD/MIRSD_RT AMB/P/CI R/2022/70	The RTA on behalf of the Company is in the process of obtaining a special contingency insurance policy as required in the said circular.	Listed entity	Policy related	The listed entity was in the process of obtaining a special contingency insurance policy.	None	During FY 2022-2023, the listed entity was in the process of obtaining a special contingency insurance policy from its RTA. During the current reporting period, the listed entity has made the same a part of its D&O policy.	The special contingency insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company which forms part of the D&O policy.	The listed entity has taken the said policy towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company which forms part of the D&O policy.



II. I/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	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India ('ICSI'), namely SS-1 and SS-2	Yes	
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 entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars /guidelines issued by SEBI. 	Yes	
3	<u>Maintenance and disclosure on website</u> <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 redirects to the relevant document(s)/ section of the website. 	Yes	
4	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under section 164 of the Companies Act, 2013, as confirmed by the listed entity.	Yes	We have relied on the declarations given by directors.
5	<u>To examine details related to Subsidiaries of the listed entity:</u> a. Identification of material subsidiary companies	Yes	



Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	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 Policy of Preservation of Documents and Archival policy prescribed under the Listing Regulations.	Yes	We have relied on management representation and verification on a sample basis.
7	<u>Performance Evaluation</u> 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	Yes	The listed entity has conducted the performance evaluation during the FY 2023-24.
8	<u>Related Party Transactions ('RPTs')</u> a. The listed entity has obtained prior approval of Audit Committee for all RPTs; b. In case no prior approval obtained, the listed entity shall provide the detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	We have given our recommendation to the Company for further improvement of controls with respect to RPTs.
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 and 51 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	

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Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	N/A	
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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 LODR Regulations by listed entities.	N/A	There has been no resignation of statutory auditors from the listed entity.
13	<u>Additional Non-Compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	N/A	



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 report 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. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the Listing Regulations 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.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300



A handwritten signature in blue ink, appearing to read "Pammy Jaiswal".

Pammy Jaiswal
Partner

Membership No.: A48046

CP No.: 18059

UDIN: A048046F000503655

Peer Review Certificate No.:4123/2023

Place: Kolkata

Date: May 30, 2024