



**SECRETARIAL COMPLIANCE REPORT OF PREMIER LIMITED FOR THE
YEAR ENDED 31.03.2022**

The company is under Corporate Insolvency Resolution Process w.e.f 29th January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench dated 29th January 2021. As per Section 17 of Insolvency and Bankruptcy Code, 2016 ("IBC"), the power of the Board is suspended and vested with Resolution Professional ("RP") i.e Ms. Kanak Jani, RP is discharging the duties of the suspended Board.

We M/s Anisha Jhunjhunwala & Associates have examined: -

- (a) all the documents and records made available to us and an explanation provided by PREMIER 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 March 31, 2022 ("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;
- (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;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading Regulation, 2015

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:

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of Practicing Company Secretary
1.	Regulation 6(1) of SEBI LODR Regulations, 2015- A listed entity shall appoint a qualified company secretary as the compliance officer	The Company Secretary & Compliance Officer of the Company Mr. Umesh Mistry has resigned w.e.f. 3 rd July 2020 and after that no new appointment was made.	The company has failed to appoint a company secretary & compliance officer after the resignation of Mr. Umesh Mistry w.e.f 3 rd July 2020
2.	Regulation 14 of (LODR) Regulations, 2015:	The company has not paid the annual listing fee to NSE & BSE	Till date, the company has not made the payment of the annual listing fee to NSE & BSE
3.	Regulation 17,18, 19, 20, of (LODR) Regulations, 2015:	During the Financial year, no committee	No Committee and board meeting was held during the F.Y 21-



		meeting or board meeting was held.	22, as the power of the board, stood suspended w.e.f 29 th January 2021 due to initiation of the Corporate Insolvency Resolution Process ("CIRP")
4.	Regulation 31 of SEBI (LODR) Regulations, 2015: The listed entity shall submit the shareholding pattern within 21 days from the end of the quarter.	For the quarter ended 30th September 2021, the due date was 21st October 2021 and Company filed the shareholding pattern on 10th November 2021 with NSE and BSE.	The company has failed to file the Shareholding pattern within the due date.
5.	Regulation 33 (LODR) Regulations, 2015: The listed entity shall submit the result within 45 days from the end of the quarter, other than the last quarter.	For the quarter ended 31st March, the due date was extended to 30th June 2021 and Company filed the results on 01st July 2021 on NSE	The company has failed to file the financial results within the due date.
6.	Regulation 47 of (LODR) Regulations, 2015:	The company has not published the newspaper advt. with respect to financial results for June 2021 & Sep 2021.	The company has failed to publish the financial result for June 2021 & Sep 2021 in the newspaper.



7	Regulation 13 of (LODR) Regulations, 2015:	For the quarter ended 30th June 2021, the due date was 21st July 2021 and Company filed the investor grievances statement on 26 th July 2021 with NSE and BSE.	The company has failed to file the investor grievances statement within the due date.
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(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 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 Practicing Company Secretary
1.	NSE	Non-Compliance with regulation 6 of SEBI (LODR) 2015	NSE imposed the fines on the Company for the non-appointment of CS	Till date company has not made the payment of fine
2.	NSE	Non-Compliance regarding regulation 13(3) of SEBI LODR, 2015 regarding late submission of investor grievances statement for the	NSE has imposed a fine on the Company for the delay	Till date company has not made the payment of fine



		quarter ended 30th June 2021		
3.	NSE	Non-Compliance regarding regulation 31 of SEBI LODR, 2015 regarding Non-submission of shareholding pattern quarter ended 30th September 2021	NSE has imposed a fine on the Company for the delay	Till date company has not made the payment of fine
4.	BSE	Non-Compliance of regulation 6 of SEBI (LODR) 2015	BSE imposed the fines on the Company for the non-appointment of CS	Till date company has not made the payment of fine
5.	BSE	Non-Compliance regarding regulation 13(3) of SEBI LODR, 2015 regarding late submission of investor grievances statement for the quarter ended 30th June 2021	BSE has imposed a fine on the Company for the delay	Till date company has not made the payment of fine
6.	BSE	Non-Compliance regarding regulation 31 of SEBI LODR, 2015 regarding Non-submission of shareholding pattern quarter ended 30th September 2021	BSE has imposed a fine on the Company for the delay	Till date company has not made the payment of fine

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



Sr. No.	Observations of the Practicing 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 practicing Company Secretary on the actions taken by the listed entity
1	Implementing the Digital Database under the Regulation 3(5) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	For the Financial Year ended 31 st March 2021	No	Yet to be complied
2	Non-Appointment of Company Secretary as compliance officer	For the Financial Year ended 31 st March 2021	No	Yet to be complied

For Anisha Jhunjunwala & Associates
Company Secretaries

Anisha Jhunjunwala
Proprietor
COP: 20967

UDIN: A051318D000439057

Date: 30-05-2022
Place: Ahmedabad