

Date: 29.05.2024

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 2024.

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, 2024.

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

Date: 27.05.2024

To,
The Board of Directors,
PRO CLB GLOBAL LIMITED
CIN: L74899DL1994PLC058964
BUILDING NO. 5/34, THIRD FLOOR,
PUSA ROAD, W.E.A. KAROL BAGH,
NEW DELHI 110005

Sir/Madam,

ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR 2023-24

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





MOHIT SINGH & ASSOCIATES

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Annual Secretarial Compliance Report of PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)
For the financial year ended 31st March, 2024

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

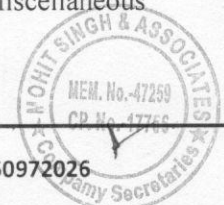
- (a) all the documents and records made available to me and explanation provided by **PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)** (“the listed entity”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity i.e. 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, 2024** (“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:



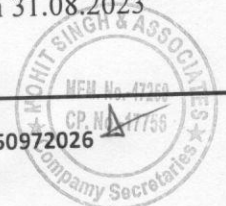


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and based on the above examination, I hereby report that, during the Review Period:

- 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- **YES**.
- d) The Company has complied and maintained the Structured Digital Database (SDD) as per the Regulation 3(5) of (Prohibition of Insider Trading) Regulations, 2015. The Company has updated all the previous data and information in the SDD software as on date and the same is inspected by the BSE. Mrs. Jyoti Aneja regularized as director in the Annual General Meeting held on 26.09.2023.
- e) During the period under review, designation of Mr. Praveen Bhatia (DIN: 00147498) has been changed from Non-Executive Director to Whole Time Director (Executive) with effect from 28.06.2023.
- f) During the period under review, Mrs. Jyoti Aneja (DIN: 02628815) has been appointed as Non-Executive Director on the Board of the Company with effect from 28.06.2023.
- g) During the year under review, registered office of the Company has been shifted from Building No. 5 First Floor, Pusa Road, W.E.A Karol Bagh, New Delhi- 110005 to 5/34, Third Floor, Pusa Road, Karol Bagh, New Delhi 110005 with effect from 31.08.2023.
- h) During the year under review, M/S Khiwani & Co., Chartered Accountants, [Firm Registration No: 002589N] has resigned from the post of Statutory Auditor of the Company vide resignation letter dated 29.08.2023 effective from the date of Annual General Meeting held on 26.09.2023. The Board of Directors of the Company took note of the same in their Board Meeting held on 31.08.2023.
- i) During the year under review, M/s. Ahuja Arun & Co., Chartered Accountants (Firm Registration No.012985N), Chartered Accountants, has been appointed as the statutory auditor of the company for the period of 5 years, commencing from the conclusion of the forthcoming 29th Annual General meeting till the conclusion of Annual General meeting to be held in the year 2028. The Board of directors appointed M/s. Ahuja Arun & Co., Chartered Accountants (Firm Registration No.012985N), Chartered Accountants, as statutory Auditor in the Board Meeting held on 31.08.2023.





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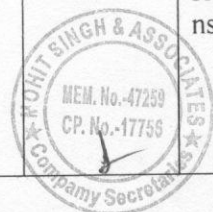
COMPANY SECRETARIES

and same was approved by the shareholders of the Company in the Annual General Meeting held on 26.09.2023.

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):

(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/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI(PIT), 2015	Regulation 3(5), 3(6)	Non maintenance of data in Structured Digital Database	BSE Limited	Advisory	The company was advised to take note of the Structured Digital Database in consonance to the provisions of Reg. 3(5) and/or Reg. 3(6) of SEBI (PIT) Regulations, 2015 before the Board	NA	The company has efficiently started the process of maintaining the data in Structured Digital Database software with immediate effect.	Board of Directors in its duly convened meeting held on 14th August, 2023 has placed the agenda for same and the company has installed the SDD software as per the requirements of SEBI (PIT) Regulations, 2015.	NA





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						within one month from the date of such communication or in ensuing Board meeting whichever is earlier.			
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has not maintained the Structured Digital Database (SDD) as per the Regulation 3(5) & 3(6) of (Prohibition of Insider Trading)	Non maintenance of data in Structured Digital Database	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Advisory Email received from BSE Limited to take note of the Structured Digital Database in consonance to the provisions of Reg. 3(5) and/or Reg. 3(6) of SEBI (PIT) Regulations,	The company has efficiently started the process of maintaining the data in Structured Digital Database software with immediate effect.	The Company is timely maintaining the data in the SDD software as per the Regulation 3(5) & 3(6) of (Prohibition of Insider Trading)





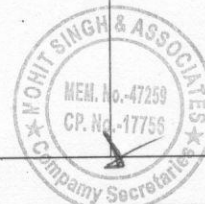
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Regulations, 2015			2015 before the Board within one month from the date of such communication or in ensuing Board meeting whichever is earlier.	Regulations, 2015
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(c) I/we hereby report that, during 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 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 entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil
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	Yes	Nil

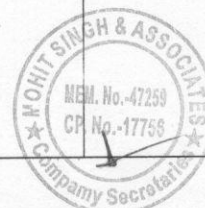




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	documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website		
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	The company does not have any subsidiary company during the financial year 2023-24
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 SEBI LODR Regulations, 2015	Yes	Nil
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	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently	Yes NA	Nil Nil

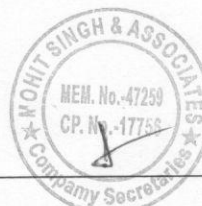




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	approved/ratified/rejected by the Audit Committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
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 Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Nil
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.	YES	The Company has intimated to BSE on 29.08.2023 regarding resignation of Statutory Auditor effective from date of the Annual General Meeting held on 26.09.2023. New Auditor was appointed in the Annual General Meeting in place of resigning Auditor. Intimation through XBRL filing regarding auditor resignation was done on 09.10.2023.





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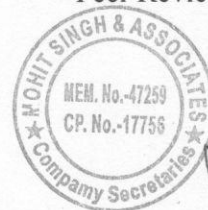
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13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	Nil
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Assumptions & Limitation of scope and Review:

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 certify 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: 2204/2022



Mohit Singh
MOHIT SINGH

Proprietor

CP No.: 17756; M No.: A47259
UDIN: A047259F000460133

Place: New Delhi
Date: 27.05.2024