



**SECRETARIAL COMPLIANCE REPORT OF PREMIER LIMITED FOR THE  
YEAR ENDED 31.03.2021**

The company is under Corporate Insolvency Resolution Process w.e.f 29<sup>th</sup> January 2021 by the order of Hon'ble, National Company Law Tribunal ("NCLT") Mumbai Bench dated 29<sup>th</sup> 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 suspended Board.

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

- (a) all the documents and records made available to us and 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, 2021 ("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 <sup>rd</sup> July 2020 and after that no new appointment was made.	Company has failed to appoint company secretary & compliance officer after the resignation of Mr. Umesh Mistry w.e.f 3 <sup>rd</sup> July 2020
2.	Regulation 7(3) (LODR) Regulations, 2015:	1) For the financial half year ended 31 <sup>st</sup> March, the due date was extended to 31 <sup>st</sup> May 2020 and Company filed the certificate on 17 <sup>th</sup> June 2020 on NSE and BSE. 2) For the financial half	1) Company has failed to file the Certificate under regulation 7(3) of SEBI (LODR), 2015 within the due date. 2) Company has failed to submit the certificate for the quarter ended 30 <sup>th</sup> September 2020.



		year ended 30 <sup>th</sup> September 2020, Company failed to the Certificate on BSE.	
3.	Regulation 13(3) of SEBI (LODR) Regulations, 2015 : A listed entity shall file within 21 days after the end of quarter, a statement regarding the investor compliant.	For the quarter ended 31 <sup>st</sup> March, the due date was extended to 15 <sup>th</sup> May 2020 and Company filed the stmt on 15 <sup>th</sup> June 2020 with NSE and on 24 <sup>th</sup> June 2020 with BSE.	Company has failed to file the investor grievances statement within the due dates.
4.	Regulation 14 of (LODR) Regulations, 2015:	Company has not paid the annual listing fee to NSE	Till date the company has not made the payment of annual listing fee to NSE
5.	Regulation 19 of (LODR) Regulations, 2015:	During the Financial year, meeting of Nomination and Remuneration committee was not held	Nomination and remuneration meeting not held during the F.Y 20-21, However the power of the board stood suspended w.e.f 29 <sup>th</sup> January 2021 due to initiation of Corporate Insolvency Resolution Process ("CIRP")
6.	Regulation 24(A) of (LODR) Regulations, 2015:	For the Year ended 31 <sup>st</sup> March, the due date was extended to 30 June 2020 and Company filed the certificate on 31 <sup>st</sup> July 2020 on NSE and BSE.	Company has failed to file the annual Secretarial compliance report within the due date.
7.	Regulation 27(2) of SEBI (LODR) Regulations, 2015:	For the quarter ended 31 <sup>st</sup> March, the due	Company has failed to file the Corporate



	The listed entity shall submit a quarterly compliance report within 15 days from the end of the quarter	date was extended to 15 <sup>th</sup> May 2020 and Company filed the report on 15 <sup>th</sup> June 2020 with NSE and BSE	Governance report within the due date.
8.	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 31 <sup>st</sup> March, the due date was extended to 15 <sup>th</sup> May 2020 and Company filed the shareholding pattern on 16 <sup>th</sup> June 2020 with NSE and BSE.	Company has filed to file the Shareholding pattern within due date.
9.	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 31 <sup>st</sup> March, the due date was extended to 30 <sup>th</sup> June 2020 and Company filed the results on 31 <sup>st</sup> July 2020 on NSE and BSE.	Company has failed to file the financial results within the due date.
10.	Regulation 40(10) (LODR) Regulations, 2015: The listed entity shall submit the certificate from a company secretary within 1 month of the end of each half of the financial year.	For the financial half year ended 31 <sup>st</sup> March, the due date was extended to 31 <sup>st</sup> May 2020 and Company filed the certificate on 26 <sup>th</sup> June 2020 on NSE and BSE.	Company has failed to file the Certificate issued by Practicing Company Secretary within the due date.
11.	Regulation 47 of (LODR) Regulations, 2015:	1)Company has not published the newspaper advertisement regarding the prior intimation of Board meeting dated 31 <sup>st</sup> July in	1)Company has not published the newspaper advertisement regarding the prior intimation of Board meeting dated 31 <sup>st</sup> July



		which accounts to be considered. 2) Company has not published financials for quarter ended 30 <sup>th</sup> December 2020 in the newspaper	in which accounts to be considered. 2) Company has not published financials for quarter ended 30 <sup>th</sup> December 2020 in the newspaper
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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 regarding regulation 13(3) of SEBI LODR, 2015 regarding late submission of investor grievances statement for the quarter ended 31 <sup>st</sup> March 2020	NSE levied fine of Rs. 16,000.	NSE Waived the penalty vide their letter dated 8 <sup>th</sup> February 2021
2.	NSE	Non-Compliance regarding regulation 33 of SEBI LODR, 2015 regarding late submission of financial result for the quarter ended 31 <sup>st</sup> March 2020	NSE levied fine of Rs. 20,000.	Till date company has not made the payment of fine
3.	NSE	Non-Compliance regarding regulation 27 of SEBI LODR,	NSE levied fine of 10,33,000	NSE Waived the penalty vide their letter dated 8 <sup>th</sup> February 2021



		2015 regarding Non-submission of Corporate Governance report for the quarter ending 31 <sup>st</sup> March 2020		
4.	NSE	Non-Compliance regarding regulation 31 of SEBI LODR, 2015 regarding Non-submission of shareholding pattern quarter ended 31 <sup>st</sup> March 2020	NSE levied fine of Rs. 32,000	NSE Waived the penalty vide their letter dated 8 <sup>th</sup> February 2021
5.	BSE	Non-Compliance regarding regulation 13(3) of SEBI LODR, 2015 regarding late submission of investor grievances statement for the quarter ended 31 <sup>st</sup> March 2020	BSE levied fine of Rs. 38,000	Till date company has not made the payment of fine
6.	BSE	Non-Compliance regarding regulation 27(2) of SEBI LODR, 2015 regarding late submission of corporate Governance for the quarter ended 31 <sup>st</sup> March 2020	BSE levied fine of Rs. 58,000	BSE Waived the penalty vide their email dated 29 <sup>th</sup> September 2020
7.	BSE	Non-Compliance regarding regulation 31 of SEBI LODR, 2015 regarding late submission of shareholding pattern for the quarter ended 31 <sup>st</sup> March 2020	BSE levied fine of Rs. 60,000	BSE Waived the penalty vide their email dated 23 <sup>rd</sup> December 2020
8.	BSE	Non-Compliance regarding regulation 33 of SEBI LODR, 2015 regarding late submission of	BSE levied fine of Rs. 1,95,000	Till date company has not made the payment of fine



		financial result for the quarter ended and year ended 31 <sup>st</sup> March 2020		
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( 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
	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 <sup>st</sup> March 2020	No	Yet to be complied

For Anisha Jhunjhunwala & Associates  
Company Secretaries

*Anisha Jhunjhunwala*

Anisha Jhunjhunwala  
Proprietor  
COP: 20967



UDIN: A051318C000532018

Date: 28-06-2021  
Place: Ahmedabad