

## ANISHA JHUNJHUNWALA & ASSOCIATES Company Secretaries in Practice

B. Com, CS, CSR Professional

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

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 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;

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulati ons, 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.	Compliance	Deviations	Observations/Remarks
No.	Requirement		of Practicing Company
	(Regulations/ circulars		Secretary
	/guidelines including		-
	specific clause)		9
1.	Regulation 6(1) of SEBI	The Company	Company has failed to
	LODR Regulations,	Secretary &	appoint company
	2015-	Compliance	secretary & compliance
	A listed entity shall	officer of the	officer after the
	appoint a qualified	Company Mr.	resignation of Mr.
	company secretary as	Umesh Mistry	Umesh Mistry w.e.f 3rd
	the compliance officer	has resigned	July 2020
	_	w.ef. 3 <sup>rd</sup> July 2020	
		and after that no	
		new appointment	
		was made.	*
2.	Regulation 7(3) (LODR)	1) For the	1)Company has failed
	Regulations, 2015:	financial half	to file the Certificate
		year ended 31st	under regulation 7(3)
	* 1	March, the due	of SEBI (LODR), 2015
5 4		date was	within the due date.
	1	extended to 31st	2) Company has failed
	i.	May 2020 and	to submit the certificate
	3 2	Company filed	for the quarter ended
41		the certificate on	30th September 2020.
		17 <sup>th</sup> June 2020 on	-
		NSE and BSE.	51
	÷	2) For the	
	*	financial half	i a



9			4 "
		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 31st March, the due date was extended to 15th May 2020 and Company filed the stmt on 15th June 2020 with NSE and on 24th 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 29th January 2021 due to initiation of Corporate Insolvency Resolution Process ("CIRP")
6.	Regulation 24(A) of (LODR) Regulations, 2015:	For the Year ended 31st March, the due date was extended to 30 June 2020 and	Company has failed to file the annual Secretarial compliance report within the due date.
2		Company filed the certificate on 31st July 2020 on NSE and BSE.	
7.	Regulation 27(2) of SEBI (LODR) Regulations, 2015:	For the quarter ended 31st March, the due	Company has failed to file the Corporate



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	The listed entity shall	date was	Governance report
	submit a quarterly	extended to 15 <sup>th</sup>	within the due date.
	compliance report	May 2020 and	
	within 15 days from the	Company filed	
	end of the quarter	the report on 15 <sup>th</sup>	2
5	2	June 2020 with	
		NSE and BSE	
8.	Regulation 31 of SEBI	For the quarter	Company has filed to
	(LODR) Regulations,	ended 31st	file the Shareholding
31	2015:	March, the due	pattern within due
_	The listed entity shall	date was	date.
	submit the shareholding	extended to 15th	
	pattern within 21 days	May 2020 and	
8	from the end of the	Company filed	
	quarter.	the shareholding	
7 1		pattern on 16 <sup>th</sup>	
		June 2020 with	
		NSE and BSE.	
9.	Regulation 33 (LODR)	For the quarter	Company has failed to
	Regulations, 2015:	ended 31st	file the financial results
P.	The listed entity shall	March, the due	within the due date.
1	submit the result within 45	date was	
	days from the end of the	extended to 30th	s
	quarter, other than the last	June 2020 and	¥
	quarter.	Company filed	
	d d	the results on 31st	N.
		July 2020 on NSE	
		and BSE.	
10.	Regulation 40(10)	For the financial	Company has failed to
	(LODR) Regulations,	half year ended	file the Certificate
	2015: The listed entity shall	31st March, the	issued by Practicing
	submit the certificate from	due date was	Company Secretary
	a company secretary	extended to 31st	within the due date.
	within 1 month of the end	May 2020 and	* a
	of each half of the financial	Company filed	
ia i	year.	the certificate on	
	*	26th June 2020 on	· ·
	7	NSE and BSE.	
11.	Regulation 47 of (LODR)	1)Company has	1)Company has not
	Regulations, 2015:	not published the	published the
×		newspaper	newspaper
		advertisement	advertisement
		regarding the	regarding the prior
i.		prior intimation	intimation of Board
n		of Board meeting	meeting dated 31st July
		dated 31st July in	Incoming dutied of July
		dated of July III	



	 which accounts	in which accounts to be
	to be considered.	considered.
	2) Company has	2) Company has not
	not published	published financials for
	financials for	quarter ended 30th
	quarter ended	December 2020 in the
	30th December	newspaper
	2020 in the	*
r <sup>2</sup>	newspaper	d d

- (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:

0	A	D . '1 CTT' 1 .'	Details of action	01 ( / / / / / / / / / / / / / / / / / /
Sr.	Action	Details of Violation		Observations/Remarks
No.	taken		taken E.g fines,	of Practicing Company
	by		warning letter,	Secretary
			debarment etc.	~
1.	NSE	Non-Compliance	NSE levied fine	NSE Waived the
		regarding regulation	of Rs. 16,000.	penalty vide their letter
		13(3)of SEBI LODR,		dated 8 <sup>th</sup> February 2021
		2015 regarding late		
		submission of		
2		investor grievances		9
	¥	statement for the		
	ø	quarter ended 31st		_
e 5		March 2020	8	ii ii
2.	NSE	Non-Compliance	NSE levied fine	Till date company has
	8	regarding regulation	of Rs. 20,000.	not made the payment
		33 of SEBI LODR,		of fine
		2015 regarding late		
		submission of		
		financial result for		
	54	the quarter ended 31st	18 4	
	-	March 2020	\$	
3.	NSE	Non-Compliance	NSE levied fine	NSE Waived the
		regarding regulation	of 10,33,000	penalty vide their letter
		27 of SEBI LODR,		dated 8th February 2021



		2015 regarding Non-	*	
	6 2	submission of		
		Corporate		ν,
		Governance report		9
		for the quarter		
	9	ending 31st March	rate of the state	
		2020		3
4.	NSE	Non-Compliance	NSE levied fine	NSE Waived the
7.	INSE	_	of Rs. 32,000	the American of the Industrial Decisions de-Constell
		regarding regulation 31 of SEBI LODR,	01 Rs. 32,000	penalty vide their letter
				dated 8 <sup>th</sup> February 2021
		2015 regarding Non-		
	0	submission of		*
		shareholding pattern		
		quarter ended 31st		
		March 2020	DOD 1 : 1 **	midd d
5.	BSE	Non-Compliance	BSE levied fine	Till date company has
	11	regarding regulation	of Rs. 38,000	not made the payment
1		13(3)of SEBI LODR,		of fine
	, a	2015 regarding late	. 8	, "
		submission of		
		investor grievances	α .	
		statement for the		; , ,
Ē		quarter ended 31st		*
1		March 2020		
6.	BSE	Non-Compliance	BSE levied fine	BSE Waived the
		regarding regulation	of Rs. 58,000	penalty vide their
et .		27(2)of SEBI LODR,		email dated 29th
		2015 regarding late		September 2020
		submission of		-
* ×		corporate		
		Governance for the		
		quarter ended 31st		
	×	March 2020		
7.	BSE	Non-Compliance	BSE levied fine	BSE Waived the
	202	regarding regulation	of Rs. 60,000	penalty vide their
		31 of SEBI LODR,	01 10. 00/000	email dated 23 <sup>rd</sup>
,		2015 regarding late		December 2020
4		submission of		December 2020
	3 B	shareholding pattern		
		0.1		
	a .	for the quarter ended 31st March 2020	9	
8.	BSE		BSE levied fine	Till data company has
. 0.	DSE	Non-Compliance	and the same of th	Till date company has
		regarding regulation	of Rs. 1,95,000	not made the payment
		22 of CEDIT ODD		of fine
		33 of SEBI LODR,	*	of fine
a u		33 of SEBI LODR, 2015 regarding late submission of	, ,	of fine



	financial result for	
i la	the quarter ended	
	and year ended 31st	
	March 2020	

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

Sr.	Observations of the	Observations	Actions	Comments of the
No.	Practicing	made in the	taken by the	practicing
	<b>Company Secretary</b>	secretarial	listed entity,	Company
	in the previous	compliance	if any	Secretary on the
	reports	report for the		actions taken by
		year ended		the listed entity
	Implementing the	For the Financial	No	Yet to be complied
	Digital	Year ended 31st		
	Database under the	March 2020		,
	Regulation	v ·		
	3(5) of Securities			
	and Exchange			
	Board of India	4		
	(Prohibition of			18
	Insider Trading)			-
· -	Regulations,	6	-	
•	2015		0	+

CP No.-20967 Ahmedabad

For Anisha Jhunjhunwala & Associates

**Company Secretaries** 

Anisha Jhunjhunwala

Proprietor COP: 20967

UDIN: A051318C000532018

Date: 28-06-2021 Place: Ahmedabad