

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED on 31.03.2024
[Pursuant to section 204(1) of the Companies Act, 2013 and the rules made thereunder]

To,
The Members,
P R Holdings Limited
R-489, GF-C, New Rajinder Nagar
New Delhi-110060.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P R Holdings Limited (CIN : L27310DL1983PLC314402)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2023 ended on 31.03.2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the clients/Members;
- (vi) and other laws applicable on the company.

We report that during the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



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We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited, Delhi Stock Exchange and Calcutta Stock Exchange, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19th November 2014.

We further report that, there were no actions/events in pursuance of:

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

requiring compliance thereof by the company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were complied during the year.

We further report that based on information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by officials of the company taken on records by the Board of Directors of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable laws.

We further report that the compliance by the company of applicable financial laws, like direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the director/directors, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that the Board of Directors of the company, passed the resolution on 10th November, 2020, and in subsequent meetings also, for Voluntary De-Listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited and the matter is under process.

We further report that SEBI freeze to debit the promoter holding wide order WTM/AN/ISD/ISD-SEC-1/24334/2022-23 dated March 02, 2023 in the matter of trading in Scrip of sharp line Broadcast Limited.

In previous report for the financial year 2022-23 We reported, that according to the regulation 19(1)b of SEBI (LODR) Regulations 2015, Nomination and Remuneration committee shall consist of all Non-Executive Directors. But composition of committee was Two independent Director and one WTD in the company. And Company assure to comply with the composition of the committee as soon as. And management of the company informed us that in the financial year 2023-24 the company updated the composition of the committee and done the compliance according to the law.



We reported further in previous report, that Mr Mohit Sachdeva (CS) has resigned on 10.08.2022 and Ms Pallavi (CS) was appointed w.e.f. 31.01.2023. (appointment was informed to the BSE Limited) and company replied that despite of various efforts including publication in new paper the company didn't found suitable Company Secretary during the period from 10.08.2022 to 31.01.2023.

Further, due to the MCA Portal error DIR-12 with regard to appointment was pending till 31.03.2023 but Management assured to comply as soon as MCA error was removed. And in financial year 2023-24 company filed the MCA forms on 06th May 2023 in regard to the appointment.

Further Ms Pallavi (CS) resigned from the company w.e.f. 15th March, 2024 and necessary compliances was done including MCA form filing and till the end of financial year 2023-24 post of company secretary is vacant.

Further a communication was received during the year from the Metropolitan stock Exchange of India (MSEI) for non appointment of compliance officer for the quarter ended June 2023 under Regulation 6(1) of SEBI (LODR) REGULATION, 2015 and imposed fine of Rs.59,000/-including GST, but during the year company already appointed Ms Pallavi (CS) as compliance officer w.e.f 31.01.2023 and also informed the Exchange through various communications and the matter is in under process and company has assure to file Waiver Application. and on 04th May, 2024 waive off application has been filed through email to Exchange.

In our opinion the company is in compliance and has not violated Regulation 6(1) of SEBI (LODR) REGULATION, 2015 for the quarter ended on June 2023 as Ms Pallavi (CS) was appointed as compliance officer w.e.f 31st January, 2023 and resigned w.e.f 15th March 2024 and till the end of financial year 2023-24 post of company secretary is vacant.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further Report that during the audit period the company has not indulge in any matter related to the following:-

- (i) Public/Right/ Preferential/debentures/sweat equity issue, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations etc.

For
B. Bhushan & Company
(Company Secretaries)

Bharat Bhushan
Bharat Bhushan Garg
(Proprietor)
M. No. : A31951
CoP No. : 14469
Udin:- A031951F000408228
PR No : 3425/2023



Date : 21-05-2024
Place: New Delhi

21 MAY 2024