

**Secretarial Compliance Report**  
*for the financial year ended on 31st March 2024*

To  
The Members of  
**P R Holdings Limited**  
(CIN : L27310DL1983PLC314402)  
R-489, GF - C, Ground Floor,  
New Rajinder Nagar, New Delhi-110060.

We, **B. Bhushan & Co.**, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided **P R Holdings Limited (CIN : L27310DL1983PLC314402)**
- (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 **31<sup>st</sup> 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;
- (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 and Sweat Equity) Regulations, 2021;
- (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 Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) and other regulations as applicable and circulars/ guidelines issued thereunder.

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5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	There is no subsidiary of the company
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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
6.	<b>Preservation of Documents:</b> 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	
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	yes	
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within	Yes	



	the time limits prescribed thereunder.		
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes.	Maintained internally and in implementation stage
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been 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 except as provided under separate paragraph herein (**).	NA	SEBI freeze to debit the promoter holding wide order WTM/AN/IS D/ISD-SEC-1/24334/2022-23 dated March 02, 2023.

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non compliances

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i If the auditor has resigned within 45 days from the end of a quarter of a financial year,	YES	

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	<p>the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>i If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>ii If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	Yes	



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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:  The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	Yes	

(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:

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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
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

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

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



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**List of observations made and action taken by the company:-**

1. 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.

2. 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 the company couldn'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 06.05.2023 in regard to the appointment.

Further Ms Pallavi (CS) resigned from the company w.e.f. 15<sup>th</sup> 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 had 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 04<sup>th</sup> 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 31<sup>st</sup> January, 2023 and resigned w.e.f 15<sup>th</sup> March 2024 and till the end of financial year 2023-24 post of company secretary is vacant.

3. We further report, that the Board of Directors of the Company, passed the resolution, on 9<sup>th</sup> 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 still under process.



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For  
B. Bhushan & Company  
(Company Secretaries)

*Bharat Bhushan*

Bharat Bhushan Garg  
(Proprietor)

M. No. : A31951

CoP No. : 14469

Udin:- A031951F000408305

PR No : 3425/2023



Date : 21-05-2024  
Place: New Delhi

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