



SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE

Office Address: - 20, Pannalal Basak Lane, Liluah, Howrah-711 204

Email ID : - sanjayvyas1802@gmail.com

Phone No.: +91 9874730085

To
The Board of Directors
Prime Capital Market Limited
Kolkata – 700 072

Sub.: **Annual Secretarial Compliance Report for the Financial Year 2020-21**

Dear Sir,

We have been engaged by **Prime Capital Market Limited** (hereinafter referred to as the "Company") bearing CIN: L67120OR1994PLC003649 whose Equity Shares are listed on BSE Limited (BSE) and Calcutta Stock Exchange Association Limited (CSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued 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 considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

SANJAY KUMAR VYAS
Practicing Company Secretary
ACS No. 55689, C.P. No. 21598

Place: Kolkata

Date: May 21, 2021



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ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.]

The Members,
Prime Capital Market Limited
Kolkata, West Bengal

We have examined:

- a) All the documents and records made available to us and explanations provided by the Company;
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2021 in respect of Compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable for the period**
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period**
- e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period**



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- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Not Applicable for the period**
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- i. The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- ii. The following are the details of actions taken against the Company, its Promoters, Directors, either by the 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 there under –

Sr. No.	Action Taken by	Details of Violation	Details of Action/ Observations/ violation taken E.g. fines, remarks of the warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	BSE	Regulation 14 of SEBI LODR Regulations, 2015, Non-Payment of Listing Fees	Trading in the Shares of the company has been restricted (moved to GSM)	The Company is yet to pay Listing Fees for FY 2018-19, FY 2019-20 and FY 2020-21
2.	BSE	Regulation 76 of SEBI LODR Regulations,	Warning Letter has been issued by BSE	The BENPOS of the Company have



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		2015, Non-Submission of "Reconciliation of Share Capital Audit Report" for QE Sept 2020 & Dec 2020.	to comply with the related Provisions and also froze the demat accounts of Promoters & Directors.	been blocked by both the Depositories for non-payment of Annual Fees.
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- iii. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Circulars, Guidelines, Standards, etc. mentioned above, except in respect of matters specified below:

Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company)
Regulation 14 of LODR Regulations, 2015, Non-Payment of Listing Fees	The Company has not paid Listing Fees for FY 2018-19, FY 2019-20 & FY 2020-21.	The Company is yet to pay Listing Fees to BSE for last three financial years and for the same trading in Shares of the company has been restricted.
Regulation 76 of SEBI LODR Regulations, 2015, Non-Submission of "Reconciliation of Share Capital Audit Report" for QE Sept 2020 & Dec 2020.	The Company has failed to submit relevant reports due to blockage of BENPOS by Depositories.	Both CDSL & NSDL have blocked BENPOS for non-payment of Annual Fees

- iv. 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 31st March 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1	Non-payment of Annual Listing Fees	Non-payment of Annual Listing Fees	No Action has been taken by the Company	Not Any



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2	Non-Appointment of Qualified Company Secretary as Compliance Officer (Regulation 6 of SEBI LODR Regulations, 2015)	Non-Appointment of Qualified Company Secretary as Compliance Officer (Regulation 6 of SEBI LODR Regulations, 2015)	The Company has appointed qualified Company Secretary as Compliance Officer w.e.f. 7 th Feb 2020	The Company is now in compliance with the related provisions.
3	Forensic Audit of Books of Account of the Company for 2015-16, 2016-17 & 2017-18.	Forensic Audit of Books of Account of the Company for 2015-16, 2016-17 & 2017-18.	The Company has submitted its reply on Observations made by Forensic Auditors	The reply from BSE is awaited in the matter.

- v. I, further, report that there was no event of appointment/ re-appointment/ resignation of Statutory Auditor of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
- vi. To restrict the spread of COVID-19 the report was carried out from remote locations i.e. other than the office of the Company and based on the data/details made available and based on financial information/records remitted by the management through digital medium.

SANJAY KUMAR VYAS

Practicing Company Secretary

ACS No. 55689, C.P. No. 21598

UDIN: A055689C000352469

Place: Kolkata

Date: May 21, 2021