

**SECRETARIAL COMPLIANCE REPORT OF PTL ENTERPRISES LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022**

We have examined:

- a) all the documents and records made available to us and explanation provided by PTL Enterprises 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 31st March 2022 ("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 shares) Regulations, 2022;
- 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) other regulations as applicable and circulars/ guidelines issued there under;



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 (Regulation/Circulars/Guidelines including Specific clause)	Deviation	Observation/Remarks of the Practicing Company Secretary
During the period under review, there were no deviation in the compliances by the company			

- b) The Listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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.	Observation remarks of the Practicing Company Secretary, if any
NA				

- 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
NA				

During the discussions, we were informed that one of the Independent Directors, Mr. Tapan Mitra did not clear the examination of Independent Directors, as prescribed the Act. The company has exchanged correspondence with the MCA and the MCA informed that the matter for giving extension in such delay is under consideration.



In view of non-clearing of the examination, the said director is not qualified to continue as Independent Director. The company has been advised to change his designation as Non- Executive Non Independent Director. Despite the said director becoming Non- Executive Non-Independent Director, the company has requisite number of Independent Directors as prescribed by the Act and SEBI (LODR), 2015, as amended from time to time.

For and on behalf of **RSMV & Co.**

Place: Delhi  
Date:12.05.2022

UDIN: F007516D000310511



**Manoj Sharma**  
(Partner)

FCS: 7516 CP No.: 11571