

**June 9, 2021**

**BSE Limited**

25<sup>th</sup> Floor, P J Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
Scrip Code: 531637

Dear Sirs,

**Sub. : Annual Secretarial Compliance Report for the financial year ended  
March 31, 2021**

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Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2021, issued by Mr. Anand Lavingia, Practicing Company Secretary.

You are requested to take the same on your record.

Thanking You,

Yours Faithfully,

**For Praveg Communications (India) Limited**

*(Formerly known as Sword and Shield Pharma Limited)*



**Mukesh Chaudhary**  
Company Secretary &  
Compliance Officer



Encl. : As Above

**PRAVEG COMMUNICATIONS (INDIA) LIMITED**

*(Formerly Sword and Shield Pharma Limited in which Praveg Communications Limited has amalgamated)*

Regd. Office: 214, Athena Avenue, Behind Jaguar Showroom, S. G. Highway, Gota, Ahmedabad-382481  
CIN: L24231GJ1995PLC024809 | Phone: +91 79 27496737 | Email: info@praveg.com | Website: www.praveg.com

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## ANNUAL SECRETARIAL COMPLIANCE REPORT

### SECRETARIAL COMPLIANCE REPORT OF PRAVEG COMMUNICATIONS (INDIA) LIMITED

(Formerly known as Sword & Shield Pharma Limited)

for the year ended on March 31, 2021

I, Anand Sureshbhai Lavingia, Practicing Company Secretary, have examined:

- all the documents and records made available to us and explanation provided by Praveg Communications (India) Limited (formerly known as Sword & Shield Pharma Limited) ("the Company"),
  - the filings/ submissions made by the Company to the stock exchanges,
  - website of the Company and
  - all other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on March 31, 2021 ("Review Period") in respect of compliance with the provisions of;
- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - 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;
    - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
    - circulars/ guidelines/Amendments issued thereunder,

and based on the above examination, I hereby report that, during the Review Period;

- The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable and in the manner prescribed, except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	No trading in the Company' securities during the period when the Trading Window is closed.  All Designated Persons who buy or sell any number of shares of the Company shall	One of the Designated Person and his relative had initiated transactions in the securities of the Company during the closure of Trading Window and also initiated contra transactions in violation of Code of Internal Procedures and	The Company shall continuously monitor any type dealings by the Designated Person in the securities of the Company.  As per the submission by the Company, it had already



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<p>not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.</p> <p>Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities of Praveg Communications (India) Limited.</p> <p>Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.</p>	Conduct for Prevention of Insider Trading in Securities of Praveg Communications (India) Limited.	imposed penalty of Rupees 474,932/- and after collecting the same from Designated Person and his relative, deposited it to the SEBI - IPEF as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020 /135 dated July 23, 2020.

(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the Company / 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.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Nil	Nil	Nil	Nil

(d) The Company 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 Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
1.	The Company has not included 1) the applicable information pertaining to the unlisted entity Praveg	March 31, 2020	As per information provided by the Management of the Company, the Company is in continuous touch with the BSE Limited for the said non-compliance.	The Company is advised to disclose the relevant information to the shareholders including the disclosure




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 Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
	<p>Communications Limited involved in the scheme in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations, 2009 (Part E of Schedule VI of SEBI (ICDR) Regulations, 2018); 2) The Complaint report as per Annexure III of SEBI Circular and 3) Pre and Post-arrangement or amalgamation, expected capital structure and shareholding pattern, in the explanatory statement, accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and BSE Observation Letter No. DCS/AMAL/AJ/R37/1119/2018-19 dated May 5, 2018.</p>		<p>In fact, the BSE Limited has filed the application before the National Company Law Tribunal, Ahmedabad Bench for the said non-compliance. However, up on undated letter of the Company addressed to BSE Limited and sent through the Exchange's Advocate-on-record in the above referred Company Application pursuant to the hearing dated March 22, 2021 in the matter, inter alia proposing a way to comply with the Circular dated March 10, 2017 issued by Securities and Exchange Board of India ("SEBI") including the disclosures required as per the Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), the Exchange has, based on the guideline received from SEBI, without prejudice to the rights and contentions, inform the Company that it shall disclose the relevant information to the shareholders including the disclosure requirements under SEBI Circular dated March 10, 2017 read with SEBI Master Circular dated December 22, 2020 and seek approval of majority of its public shareholders as required under the aforementioned circular and the said decision of majority of the public shareholders shall be brought to the notice of Hon'ble Tribunal for further directions in the matter.</p>	<p>requirements under SEBI Circular dated March 10, 2017 read with SEBI Master Circular dated December 22, 2020 and seek approval of majority of its public shareholders as required under the aforementioned circular and the said decision of majority of the public shareholders shall be brought to the notice of Hon'ble Tribunal for further directions in the matter.</p> <p>Further, the Company is also advised to take pre-caution of compliance of each and every guideline issued by the SEBI and Stock Exchange from time to time.</p>



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 Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
			The Management has represented to us that the Company will comply with the direction received from BSE Limited.	

I further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and
- (g) and circulars/ guidelines/Amendments issued thereunder.

Signature: 

**Anand Sureshbhai Lavingia**  
Practicing Company Secretary

ACS No.: 26458

C P No.: 11410

UDIN: A026458C000433271



Place: Ahmedabad

Date: June 8, 2021