



Date: 30th May, 2023

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip Code: 539469; Scrip ID: PANORAMA.

Subject: Submission of Annual Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; we are enclosing herewith Annual Secretarial Compliance Report of the Company issued by **M/s Nitesh Chaudhary & Associates, Practicing Company Secretary**, firm- Indore for the year ended March 31st, 2023.

You are requested to take this on your record and acknowledge the receipt.

Thanking You,
Yours Faithfully

For Panorama Studios International Limited

Kapil Purohit
Company Secretary
Mem No.: 65336

Address:
1003 & 1004, 10th Floor (West Side) Lotus Grandeur,
Veera Desai Road, Mumbai, Maharashtra, 400053

PANORAMA STUDIOS INTERNATIONAL LIMITED
CIN No.: L74110MH1980PLC330008

Regd Office: 1003 & 1004, 10th Floor (West Side), Lotus Grandeur, Off Veera Desai Road, Andheri (W), Mumbai: 400053
Tel. No.: +9122-42862700 • Email Id: info@panoramastudios.in; info@ainvest.co.in Website: www.panoramastudios.in
www.ainvest.co.in



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

SECRETARIAL COMPLIANCE REPORT OF PANORAMA STUDIOS INTERNATIONAL
LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

To,
Board of Directors,
Panorama Studios International Ltd.
1003 & 1004, 10th Floor (West Side)
Lotus Grandeur, Veera Desai Road
Andheri (W) Mumbai-400053.

We have examined

- (a) all the documents and records made available to us and explanation provided by M/s. Panorama Studios International 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 **March 31, 2023** 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) Securities and Exchange Board of India (registrars to an issue and Share Transfer

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Agent) Regulations, 1993, regarding act and dealing with client.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Remarks by PCS
1.	Secretarial Standards: The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the ICSI, as notified by the CG under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Satisfactory
2.	Adoption and timely Updation of the Policies: 1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 2. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	Satisfactory
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	Satisfactory
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Satisfactory
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a). Identification of material subsidiary companies	Yes	Satisfactory

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	b). Disclosure requirement of material as well as other subsidiaries		
6.	Preservation of Documents: 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	Satisfactory
7.	Performance Evaluation: 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	Satisfactory
8.	Related Party Transactions: 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 NA	Satisfactory No such cases observed
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Satisfactory
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Satisfactory
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	Yes	there is no action was taken during the audit review period for the F. Y. 2022-23 against the listed entity/ its promoters/directors/material subsidiaries either by SEBI or by Stock Exchange except Non-compliance under Regulation 33, for the quarter ended 31.03.2022 and 30.09.2022. (**)

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	issued thereunder except as provided under separate paragraph herein (**).		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.

- (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.	Action taken by	Details of Non-compliance	Details of action taken	Remarks by PCS, if any
1	BSE Ltd.	Non-compliance under Regulation 33, for the quarter ended 31.03.2022	Penalty levied of Rs. 5900/- including GST imposed by BSE Ltd. on the Company	The Company has informed to us, that the SOP fine of Rs. 5900/- including GST paid by the Company dated 18 th July, 2022 and there were no other actions taken.
2	BSE Ltd.	Non-compliance under Regulation 33, for the quarter ended 30.09.2022	Penalty levied of Rs. 5900/- including GST imposed by BSE Ltd. on the Company	The Company has informed to us, that the SOP fine of Rs. 5900/- including GST paid by the Company dated 19 th December, 2022 and there were no other actions taken.

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

Sr. No.	Observations of PCS in previous reports	Actions taken by listed entity, if any	Comments of the PCS on the actions taken by the listed entity
1	The Company has informed to us, that the SOP fine of Rs. 64,900/- including GST paid by the Company and there was no other actions taken (Penalty imposed for the March, 2020 Quarter)	The Company has made payment of SOP fines as imposed by the BSE Ltd.	During the audit, we observed that the company has made payment of SOP fines imposed for non-compliance of Regulation 33 for the quarter ended March, 2020.
2	The Company has informed to us that the SOP fine of Rs. 5,900/- including GST paid by the Company and there were no other actions taken. (Penalty imposed for June 2020 quarter.)	The Company has made payment of SOP fines as imposed by the BSE Ltd.	During the audit, we observed that the company has made payment of SOP fines imposed for non-compliance of Regulation 33 for the quarter ended June, 2020.

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Remarks by PCS	
1.	Compliances with the following conditions while appointing/re-appointing an auditor			
	i. If the auditor has resigned within 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; or ii. 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 iii. 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.	NA NA NA	No such cases were observed during the review period.	
2.	Other conditions relating to resignation of statutory auditor			
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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. 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	NA		No such cases were observed during the review period.

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	Committee the details of information / explanation sought and not provided by the management, as applicable. 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. 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.	NA	No such cases were observed during the review period.
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 18th October, 2019.	NA	No such cases were observed during the review period.

Date: 29th May, 2023



For Nitesh Chaudhary & Associates
Practising Company Secretary

Nitesh Chaudhary, Proprietor
Mem. No FCS: 10010

COP No: 16275

UDIN: F010010E000405328

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