



ITALICA[®]

PIL ITALICA LIFESTYLE LIMITED

(An ISO 9001 : 2015 Certified Company)

CIN : L25207RJ1992PLC006576

+91-96 499 71111

0294-2432272

info@italica.com

10 May, 2023

| | |
|--|---|
| The Manager-Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block -G Bandra Kurla Complex, Bandra -East Mumbai-400051 | Listing Department BSE Limited Phiroze Jeejeebhoy Towers 25 th Floor, Dalal Street Mumbai- 400001 |
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Sub : Submission of Annual Secretarial Compliance Report

Ref : Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019

Scrip Code : PILITA/500327



**Secretarial compliance report of
PIL ITALICA LIFESTYLE LIMITED,
Regd. Office: Kodiyat Road, Village Sisarma,
Udaipur, Rajasthan-313001
for the year ended 31.03.2023**

I Pawan Talesara, Proprietor of M/s P. Talesara & Associates, Practicing Company Secretary holding CP No. 2674, have examined:

- (a) all the records and documents made available to us and explanation provided by **PIL Italica Lifestyle Limited**, (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (www.italica.com)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2023 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, including:-

- (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) (Amendment) Regulations, 2021;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not applicable to the company during the audit period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the audit period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the audit period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the audit period);**



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2021

(i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **(Not applicable to the company during the audit period);**

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

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

| Sr. No. | Particulars | Compliance status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|---------|---|---------------------------------|-------------------------------|
| 1. | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | NA |
| 2. | <u>Adoption and timely updation of the Policies:</u> -All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI | Yes | NA |



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|----|---|-----|--|
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <p>-The Listed entity is maintaining a functional website</p> <p>-Timely dissemination of the documents/ information under a separate section on the website</p> <p>- 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</p> | Yes | NA |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | NA |
| 5. | <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | NA | Listed Entity does not have any subsidiary |
| 6 | <p><u>Preservation of Documents:</u></p> <p>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.</p> | Yes | NA |
| 7 | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p> | Yes | NA |



| | | | |
|-----|--|-----|------------------|
| 8 | <p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee</p> | Yes | NA |
| 9 | <p><u>Disclosure of events or information:</u> 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.</p> | Yes | NA |
| 10 | <p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015,</p> | Yes | NA |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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</p> | NA | Self Explanatory |
| 12 | <p><u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p> | NA | Self Explanatory |



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 (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 |
|--------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |

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 |
|--------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |

Place: Udaipur (Raj.)
Date: 21.04.2023



For P. Talesara & Associates
Company Secretaries

P. Talesara

(Pawan Talesara)
Proprietor
FCS No.: 8096, C P No.: 2674
UDIN: F008096E000166166