



WARNER
MULTIMEDIA LIMITED

Cin . L92100WB1983PLC036338
P-27-Princep Street, 3rd Floor, Kol - 700 072
Ph. : 033 - 2234 6715, Fax : 033 - 22349915
Email : warner.multimedia@gmail.com
Website : www.warnermultimedia.in

19-06-2020

The Deputy Manager Dept. of Corporate Services BSE Limited P J Towers, Dalal Street, Fort Mumbai — 400 001	The Company Secretary The Calcutta Stock Exchange Association Limited 7, Lyons Range Kolkata-700001
Scrip Code: 511690	Scrip Code:10013062

Sub: Annual Compliance Secretarial Report for the Financial Year March 31, 2020

Dear Sir/Madam,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; we are submitting herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2020, duly issued by Sanjay Kumar Vyas, Practising Company Secretaries. The same shall also be hosted on the Company's website at www.warnermultimedia.co.in

We hereby request you to take the same on your records for the confirmation of compliance

Thanking you,
Yours Faithfully
FOR WARNER MULTIMEDIA LTD

JAGDISH PRASAD PUROHIT
DIN: 00083125
MANAGING DIRECTOR

Enclosed: As stated above



SANJAY KUMAR VYAS

COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah – 711204

Email:- sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

To,
The Board of Directors,
Warner Multimedia Ltd
P-27, Princep Street, 3rd floor
Kolkata:, 700072

Sir/ Madam,

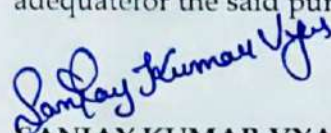
Sub: Annual Secretarial Compliance Report for the Financial Year 2020-20

We have been engaged by Warner Multimedia Ltd. (hereinafter referred to as 'theCompany') bearing CIN: L92100WB1983PLC036338 whose equity shares are listed on Calcutta Stock Exchange Limited and BSE Limited to conduct and audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2020 dated February 08, 2020 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under 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 as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.


SANJAY KUMAR VYAS
PRACTICING COMPANY SECRETARY
ACS No.55689, C.P. No.21598



Date: 17-06-2020

Place: Kolkata

UDIN: A055689B000349301



SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE
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Secretarial compliance report of WARNER MULTIMEDIA LTD For the year ended 31st
March 2020

I have examined:

- (a) all the documents and records made available to us and explanation provided by M/s WARNER MULTIMEDIA LTD. ("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 2020 ("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) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





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- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (j) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (k) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment;
- (l) 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;
- (m) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (n) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- and circulars/ guidelines issued thereunder;

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

- (a) 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 my examination of those records, **except** in respect of matters specified below:-

No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6	Appointment of Qualified Company Secretary as the Compliance Officer	Company has not yet appointed Company Secretary
2.	Regulation 14 –Listing fees & other	Company has not paid the listing fees of BSE & CSE for the year 2018-19	Company has not yet paid the listing fees
3.	Regulation 14 –Listing fees & other	The Benpost of the company was blocked by the custodian (NSDL/CDSL)	Company has not yet paid the custodian fees and e-voting fees for the year 2018-19
4.	Regulation 27(2)	Delay in Filing Quarterly Corporate Governance Report (Report to be file within 15 days of end of Quarter)	Quarterly Corporate Governance Report for Quarter ended on 30 th September 2019 was filled to Stock Exchange on 1 st November 2019.

- a) 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





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various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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.	SEBI	Under Section 15-1 Of Securities And Exchange Board Of India Act, 1992 Read With Rule 5 Of SEBI (Procedure For Holding Inquiry And Imposing Penalties By Adjudicating Officer) Rules, 1995	Rs 8,00,000 was imposed as a fine on the company	
2.	SEBI	Regulation 14 of SEBI Exchange Regulation	Trading of the company has been restricted due to non payment of listing Fees	The company is yet to pay the listing fees
3.	BSE	Regulation 6(1)	Penalty of Rs 1,08,560 was imposed on Feb 12,2020	The company is yet to pay the penalty
4	Debts Recovery Tribunal	Recovery of Loan taken by the company from Rural Electrification Corporation Limited(REC Limited)	All assets of the Company has been seized and share of the promoter (Mr Jagdish Prasad Purohit and Kailash Prasad Purohit)has been taken by DRT officers	Assets has been attached by DRT and recovery process is going on

- b) 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	Deviations	Observations/ Remarks of the Practicing Company)
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specific clause)		
NOT ANY		

- c) 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.	Wholetime Company Secretary was not appointed	Wholetime Company Secretary was not appointed	Company has given advertisement in the newspaper regarding the vacancy as well as send letter to the Institute of Company Secretary of India	Company is looking for a suitable candidate to get appointed as Compliance Officer of the Company

Sanjay Kumar Vyas

SANJAY KUMAR VYAS
PRACTICING COMPANY SECRETARY
ACS No.55689, C.P. No.21598



Date:17-06-2020

Place: Kolkata

UDIN: A055689B000349301