

May 24, 2021

The Deputy Manager
Dept. of Corp. Services
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

Ref: Scrip Code 505502

Sub: Submission of Annual Secretarial Compliance Report

Respected Sir or Madam,

With reference to the above captioned subject matter and pursuant to Regulation 24(A) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/ 2019 dated 8 February 2019; enclosed please find the Annual Secretarial Compliance Report for the Financial Year 2020-21.

Kindly take the same on your record & oblige.

Thanking You,

Yours Faithfully,
For PS IT INFRASTRUCTURE & SERVICES LIMITED



KAWARLAL KANHAIYALAL OJHA
DIN: 07459363
MANAGING DIRECTOR

Enclosed: As stated above



SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE

Office Address: - 20, Pannalal Basak Lane, Liluah, Howrah-711 204

Email ID :- sanjayvyas1802@gmail.com

Phone No.: +91 9874730085

To
The Board of Directors
PS IT Infrastructure & Services Limited
Mumbai – 400 053

Sub.: **Annual Secretarial Compliance Report for the Financial Year 2020-21**

Dear Sir,

We have been engaged by **PS IT Infrastructure & Services Limited** (hereinafter referred to as the "Company") bearing CIN: L72900MH1982PLCo27146 whose Equity Shares are listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued 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 considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

SANJAY KUMAR VYAS
Practicing Company Secretary
ACS No. 55689, C.P. No. 21598

Place: Kolkata

Date: May 21, 2021



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ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
PS IT Infrastructure & Services Limited
Mumbai – 400 064

We have examined:

- a) All the documents and records made available to us and explanations provided by the Company;
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2021 in respect of Compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable for the period**
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period**
- e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period**



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- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period**
- h) 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;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Not Applicable for the period**
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- i. The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- ii. The following are the details of actions taken against the Company, its Promoters, Directors, either by the 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 there under –

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.	BSE	Regulation 6 (1) of SEBI LODR Regulations, 2015, Appointment of Company Secretary as Compliance Officer	Letter has been issued by BSE for payment of Penalty up to the period of compliance of said Provision	The Company has appointed qualified Company Secretary as Compliance Officer on Dec 17, 2019 and hence was in violation of relevant provision till then.
2.	BSE	Regulation 14 of SEBI	Trading in the Shares	The Company is yet to



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		Exchange Regulations	of the company has been restricted (moved to GSM)	pay Listing Fees for FY 2020-21.
3.	BSE	Regulation 44, Meeting of Shareholders and Voting	AGM held on 28 th Sept 2020 has been adjourned due to lack of quorum. The Adjourned meeting is yet to take place.	Non Calling of adjourned AGM is in violation of Regulation 44 of SEBI LODR Regulations, 2015
4.	BSE	Regulation 76, Non-Submission of "Reconciliation of Share Capital Audit Report" for QE Dec 2020	Email has been sent by BSE, reminding Company to submit relevant report.	The Company is unable to submit relevant report as BENPOS have been stopped by both the Depositories for non-payment of Annual Fees.

- iii. 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 specific clause)	Deviations	Observations/ Remarks of the Practicing Company)
Regulation 14 of SEBI LODR Regulations, 2015	Non-payment of Annual Listing Fees to BSE	The Company is yet to pay outstanding Listing Fees.
Regulation 44, Meeting of Shareholders and Voting	The Company is yet to call adjourned Annual General Meeting	The Company has not taken any step to call adjourned AGM
Regulation 76, Non-Submission of "Reconciliation of Share Capital Audit Report" for QE Dec 2020	The Company is yet to file "Reconciliation of Share Capital Audit Report" for QE Dec 2020	BENPOS have been stopped by both the Depositories for non-payment of Annual Fees.

- iv. 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 31 st March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
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1.	Violation of Regulation 6 (1) of SEBI LODR Regulations, 2015, Non-appointment of qualified Company Secretary as Compliance Officer	Violation of Regulation 6 (1) of SEBI LODR Regulations, 2015, Non-appointment of qualified Company Secretary as Compliance Officer	The Company has appointed qualified Company Secretary as Compliance Officer w.e.f. Dec 17, 2019.	The Company has now complied with relevant provisions.
2.	Forensic Audit of Books of Account of the Company for 2015-16, 2016-17 & 2017-18.	Forensic Audit of Books of Account of the Company for 2015-16, 2016-17 & 2017-18.	The Company has submitted its reply on Observations made by Forensic Auditors	The reply from BSE is awaited in the matter.

- a) I, further, report that there was no event of appointment/ re-appointment/ resignation of Statutory Auditor of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
- b) To restrict the spread of COVID-19 the report was carried out from remote locations i.e. other than the office of the Company and based on the data/details made available and based on financial information/records remitted by the management through digital medium

SANJAY KUMAR VYAS

Practicing Company Secretary

ACS No. 55689, C.P. No. 21598

UDIN: A055689C000352700

Place: Kolkata

Date: May 21, 2021