

30th May, 2019

The Secretary
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
27th Floor, Dalal Street
Mumbai 400 023

Dear Sir,

Ref: Security Code no. 517119

Sir,

Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08,2019

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

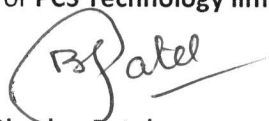
Dear Sir/Madam,

In terms of clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Hiya Rathi & Associates, (COP-18864) Practicing Company Secretary and the Secretarial Auditor of the Company.

We request you to take the above record.

Yours faithfully,

For **PCS Technology limited**



Bhaskar Patel
Chief Executive Officer



**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
PCS TECHNOLOGY LIMITED
FOR THE YEAR ENDED MARCH 31, 2019**

*(Pursuant to SEBI Circular – CIR/CFD/CMD1/27/2019 dated 8th February, 2019
issued by Securities Exchange Board of India)*

We, Hiya Rathi & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **PCS Technology 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, reports produced before us by the Company and information available at the website of Bombay Stock Exchange as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2019** (“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; *(Not applicable to the Company during the Review Period)*
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable to the Company during the Review Period)*
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Company during the Review Period)*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the Company during the Review Period)*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the Review 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 Review Period)*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

- 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.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Submission of Certificate from Practicing Company Secretary under Regulation 40(9) of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015	Submitted on 09/05/2019 with delay of 9 days.	The Management of the Company explained that the delay in submission was inadvertent.



2.	Submission of Initial Disclosure /Confirmation as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	Initial disclosure has been sent on email to Mangalam.Iyer@bseindia.com on 28/05/2019 due to technical problem while uploading on the Listing Centre of BSE i.e. listing.bseindia.com	The Management of the Company explained that the Compliance Officer/ Company Secretary was unable to upload the said disclosure on listing.bseindia.com due to technical problem on the website and so they have reverted on email received on 21/05/2019 from Mangalam.Iyer@bseindia.com
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) 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 various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	of		Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable						

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

This being the first reporting since the notification of the requirements to submit this report, reporting on actions to comply with the observations made in the previous reports do not arise.





HIYA RATHI & ASSOCIATES
Practicing Company Secretaries



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE, AS BEING THE FIRST REPORT				

FOR HIYA RATHI & ASSOCIATES

Place: Mumbai

Date: 30/05/2019

HIYA RATHI

ACS No.: 50191

C P No.: 18864

