

24th June, 2020

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

Dear Sir,

Ref : Security Code no. 517119

Subject: Submission of Annual Secretarial Compliance Report for the financial year 2019-20

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the financial year 2019-2020.

Request you to take the same on your record and acknowledge.

Thanking you

Yours faithfully

For PCS Technology Limited



Mehul Monani
Company Secretary and Compliance officer



**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
PCS TECHNOLOGY LIMITED
FOR THE YEAR ENDED MARCH 31, 2020**

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

We, DNV & Associates have examined:

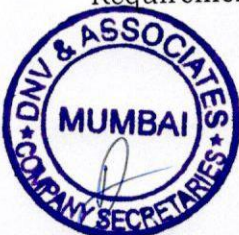
- a) all the documents and records made available to us and explanation provided by **PCS Technology Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, reports produced before 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, 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;



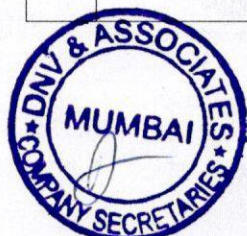
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Review Period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable 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:

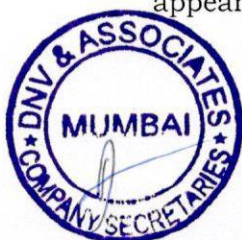
- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Submission of quarterly compliance report on corporate governance within 15 days of end of quarter under Regulation 27 (2) of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.	For the quarter ended on March 31, 2020 was submitted on June 15, 2020. Extended due date was May 15, 2020. Filed with delay of 31 days	The Management of the Company explained that the Company couldn't access the data file of Corporate Governance due to a lockdown of COVID 19.



2.	Submission of disclosures of related party transactions on a consolidated basis within 30 days of publication of its standalone and consolidated financial results for the half year as per Regulation 23(9) of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.	Submitted for the quarter ended on Spetember 30, 2019 on December 10, 2019 with delay of 5 days.	The Management of the Company explained that the delay in submission was inadvertent.
3.	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 <u>Mangalam.Iyer@bseindia.com</u> on 28/05/2019 due to technical problem while uploading on the Listing Centre of BSE i.e. <u>listing.bseindia.com</u> . However due date of filing was 30/04/2019.	The Management of the Company explained that the Compliance Officer/ Company Secretary was unable to upload the said disclosure on <u>listing.bseindia.com</u> due to technical problem on the website and so they have reverted on email received on 21/05/2019 from <u>Mangalam.Iyer@bseindia.com</u>
4	Pursuant to Regulation 34(3) and Schedule V para C clause (10) (i) of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is required to obtain certificate from company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority and It should be part of the Annual report.	The company failed to obtained the certificate and not disclosed in Annual report for the year 2019.	The Management of the Company explained that the delay in submission was inadvertent.

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	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:

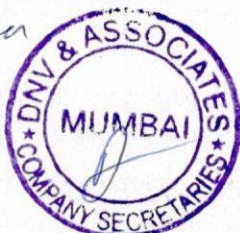
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the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

**For DNV & Associates
Company Secretaries
Firm Unique Code: S2018MH628300**

Divyesh N. Vanpariya

**Divyesh N. Vanpariya
Proprietor**

Membership No:- A41999
C P No: 21050



UDIN: A041999B000364398

**Date: 22/06/2020
Place: Mumbai**