



**BRAJESH GUPTA & Co.**

**COMPANY SECRETARY IN PRACTICE**

**ICSI UCN- SS2020752900, PRN-2012/2022**

**Add: I-74, LIG COLONY, INDORE (M.P.)-452007**

**Ph. No. +917566666512, email-id: [brajesh.cs19@gmail.com](mailto:brajesh.cs19@gmail.com)**

To  
The Board of Directors  
Indian Infotech and Software Limited  
110, 1<sup>ST</sup> Floor, Golden Chamber Pre CO-OP Soc Ltd,  
New Link Road, Andheri (W), Mumbai 400053.

Dear Sir/Madam,

**Subject: Annual Secretarial Compliance Report for the Financial Year 2021-22.**

I have been engaged by **Indian Infotech and Software Limited** (hereinafter referred to as "the Company") bearing CIN: L70100MH1982PLC027198 whose equity shares listed on **Bombay Stock exchange** to conduct audit in terms of Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with **SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019** and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the Company to maintains records, devise proper systems to ensure compliance with provisions of all 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 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.

For Brajesh Gupta and Co.  
Practising Company Secretary

Brajesh Gupta, Proprietor

Mem. No A: 33070, COP No: 21306

Date: 30.05.2022



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SECRETARIAL COMPLIANCE REPORT OF INDIAN INFOTECH AND SOFTWARE LIMITED

For the year ended on 31<sup>st</sup> March, 2022

(Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
INDIAN INFOTECH AND SOFTWARE LIMITED  
Office No. 110, 1<sup>st</sup> floor,  
Golden Chamber Pre Co-op Soc Ltd,  
New link Road, Andheri West,  
Mumbai 400053.

I Brajesh Gupta & Co., Practicing Company Secretaries have examined:

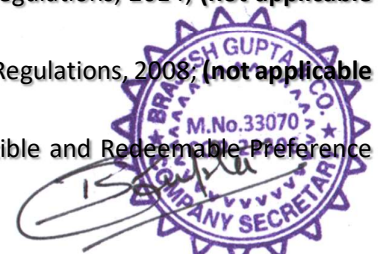
- a) all the documents and records made available to us the explanation provided by M/s. Indian Infotech and Software Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges
- c) website of the listed entity,
- d) other documents/ filings, which were relevant, and relied upon to make this certification and issue this report,

For the year ended 31<sup>st</sup> March, 2022 ("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:-

- i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable for the year under review)**
- iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable for the year under review)**;
- v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable for the year under review)**.
- vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable for the year under review)**;
- vii) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference



Shares) Regulations,2013; **(not applicable for the year under review);**

- viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- ix) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- x) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;

And based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the review period:

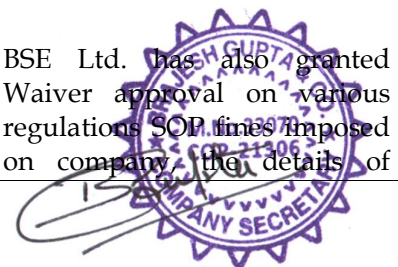
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except the following observation and non-compliance notice received by the company during the audit period in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
* 1.	Non Compliance under Regulation 7(3) of SEBI (LODR) Regulation, 2015	Delay in filing of Regulation 7(3) report to BSE Ltd.	The company has filed Certificate of Regulation 7(3) of SEBI (LODR) Regulation 2015 for the Half Year ended on 30 <sup>th</sup> September, 2019 on 19 <sup>th</sup> June, 2021 i.e. delay in compliance of Regulation 7(3) of SEBI (LODR) Regulation 2015.  Stock Exchange/SEBI has not imposed any penalty as there is no such penalty has been prescribed in SEBI SOP fine circular.

*\* The above stated deviation is not related to Audit Period, however the Non-compliance of previous financial year submitted by company during the audit period, this is the deviation in compliance of Regulation 7(3) of SEBI (LODR) Regulations 2015 w.r.t. previous financial year i.e. 2020-21.*

- (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 our examination of those records.
- (c) There were 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 and these are as follows:

Sr. No.	Action taken by	Details of Non-Compliance	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Ltd. Stock Exchange	For Previous Financial Years various non-compliances of SEBI LODR Regulation: Under Reg. 46, 6(1), 31, 23(9), 17(1), 18(1) & 19(1).	Freezing of Promoters account by BSE Ltd. since previous years for previous year Non-compliances of various SEBI LODR regulations.	The company has made <b>SOP fine payment of Rs. 33,26,877/-</b> to BSE Ltd. in this respect and thereafter BSE Ltd. has De-freeze the Demat accounts of Promoters.  BSE Ltd. has also granted Waiver approval on various regulations SOP fines imposed on company. the details of



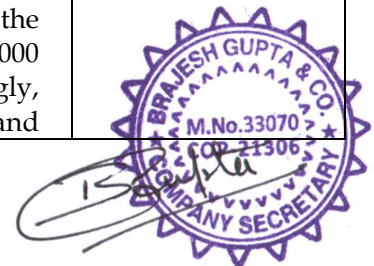
waiver granted by BSE Ltd. is given below in table 'D'.

- (d) The Listed Entity has taken following Actions to comply with the Observations made in Previous Reports: Waiver Application for earlier year non compliances/ delayed Compliances submitted by the Company was approved and the Company have paid the SOP Fines in full and Final Settlement. **The Company have paid Rs. 33,26,877/- against 52,47,980/- for SOP fines of Previous Financial Years and BSE Ltd. has issued Orders for De-freezing of Promoters Demat Accounts and the Company has also received waiver approvals of SOP Fines after Waiver Application approved by BSE.**

S. No.	Observations of the Practicing Company Secretary in previous reports	Observation made in the secretarial compliance report for the year ended	Actions taken by Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	Regulation 46 of SEBI (LODR) Regulation, 2015 Website of the Company is not functional	Same Observations were made in the secretarial compliance report for the year ended 2020-21	The Company came to know that the website was hacked by someone and thereafter Company has developed new website of the Company as follows: indianinfotechsoftwareltd.in	As per the information given by the Company, website of the company was hacked by someone and company has developed new website, now website is functional and fully updated as per the compliance requirements of Regulation 46 of SEBI (LODR) Regulations 2015.
2.	Regulation 6(1) of SEBI (LODR) Regulation, 2015 Non-compliance with the requirement to appoint a qualified Company Secretary as the Compliance Officer	Same Observations were made in the secretarial compliance report for the year ended 2020-21.	The Company has appointed Company Secretary on 15 <sup>th</sup> April, 2021. The Company has also filed the clarification and waiver application with the BSE Ltd. and the said exchange has accepted the waiver partially.	As per the information given by the Company, company filed waiver application to the BSE Ltd. and the Exchange has accepted the partial waiver for the period of Covid-19 lockdown, the company has made payment of fines to BSE Ltd.



3.	Regulation 31 of SEBI (LODR) Regulation, 2015 delay in Submission of Shareholding for June, 2020 Quarter. Pattern for the quarter ended June 2020.	Same observations were made in the secretarial compliance report for the year ended 2020-21	<p>The Company is regular in submission and compliance of Regulation 31 of SEBI (LODR) Regulations 2015 in the Audit Period and Company has also inform that due to Covid-19 pandemic's and lockdown, company received Shareholding Pattern late from RTA due to co-ordination problem during nationwide lockdown.</p> <p>The Company has filed clarification letter cum waiver application with BSE Ltd., the company is awaiting reply of Exchange for waiver.</p>	The Company has informed that the delay of 11 days in June, 2020 Quarter was due to nationwide lockdown and Covid-19 pandemics in whole India, the company is waiting for reply of BSE Ltd. For application filed by Company.
4.	Reg. 23 (9) of SEBI (LODR) Regulation, 2015, Disclosure of Related Party Transaction Delay of 177 days in submission of Quarterly Compliances for the Quarter ended September, 2020	Same Observations were made in the secretarial compliance report for the year ended 2020-21	<p>The Company filed the clarification and waiver application with the Stock exchange which was accepted and approved by BSE Ltd. the penalty of RS. 8,85,000 plus GST withdrawn and the company have also requested the depositories to defreeze the Promoters account.</p> <p>The company has given the Related Party Disclosure for half year ended 30<sup>th</sup> September, 2020 on 19<sup>th</sup> June, 2021.</p>	As per the information given by the Company, the company has filed waiver application with the Stock exchange which was accepted and approved by Stock Exchange.
5.	Compliances for the Quarter ended June 2020 & March 2021 under Reg. 17 (1) of SEBI (LODR) Regulation, 2015 appointment of Women Director on the Board.	Same Observations were made in the secretarial compliance report for the year ended 2020-21	<p>The Company has appointed Ms. Aksha Bihani as Independent Director (Women Director) on the board of the company w.e.f. 19<sup>th</sup> March 2019.</p> <p>The Company informed that the clarification letter cum waiver application was submitted with the BSE Ltd. in this respect and ask to waive the penalties of Rs. 9,05,000 plus GST levied wrongly, which was accepted and</p>	As per the information given by the Company, the company has filed waiver application with the Stock exchange which was accepted and approved by Stock Exchange.



			approved by Stock Exchange.	
6.	Compliances for the Quarter ended September 2020 & December 2020 under Reg. 18 (1) of SEBI (LODR) Regulation, 2015, Composition of Audit Committee.	Same Observations were made in the secretarial compliance report for the year ended 2020-21.	The Company has informed that Compliance of Regulation 18 (1) was compiled by the company and in this respect the Company has submitted the clarification letter cum waiver application with the reason of delay for the late filing under Regulation 18(1) however BSE Ltd. has not accepted the reasons of delay submission and waiver not granted by BSE Ltd., Company has made the fine payment of Rs. 2,44,000/- plus GST.	As per the information given by the Company, company filed waiver application but Due to non-acceptance of waiver application, the company was in non-compliance of Regulation 18(1) and the company has also made payment of fines to BSE Ltd., after making payment of applicable fine the Demat accounts of the Promoters has been de-freeze by Stock Exchange.
7.	Compliances for the Quarter ended December 2020 under Reg. 19 (1) of SEBI (LODR) Regulation, 2015, Composition of Nomination & Remuneration Committee.	Same Observations were made in the secretarial compliance report for the year ended 2020-21	The Company has submitted the clarification letter and waiver application with the reason of delay for the late filing under Regulation 19(1) however BSE Ltd. has not accepted the reasons of delay submission and waiver not granted by BSE Ltd., Company made the fine payment of Rs. 1,24,000/- plus GST.	As per the information given by the Company, company filed waiver application but Due to non-acceptance of waiver application, the company has also made payment of fines to BSE Ltd.

For, Brajesh Gupta & Co.  
Practicing Company Secretary



Brajesh Gupta, Proprietor  
Mem. No. ACS- 33070  
C P No.: 21306  
UDIN: A033070D000435978

Place: Indore

Date: 30/05/2022