



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

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2022

[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]

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

I have conducted the Secretarial Audit of the of applicable compliance & statutory provisions and the adherence to corporate practices by **M/s Indian Infotech and Software Limited** (hereinafter called the 'Company') for the audit period covering the financial year from 01st April 2021 to 31st March 2022 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **M/s Indian Infotech and Software Limited** for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – As the Company has not issued any Non-Convertible Securities which were listed during the year under review, **the said regulation are not applicable to the company;**
- g) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 –As the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, **the said regulation are not applicable to the company;**
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation is not applicable to the company;
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company;

6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- i. The Reserve Bank of India Act, 1934;
- ii. Circulars, Directions and Notification issued under Reserve Bank of India Act in relation to Non-Banking Financial (Non - Deposit Accepting or Holding) Companies which include any statutory revisions, modifications etc.;
- iii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- iv. The Equal Remuneration Act, 1976;
- v. Bombay Shops and Establishments Act, 1948.

I have also examined compliance with the applicable clauses of the Secretarial Standards 1, 2 and 3 issued by The Institute of Company Secretaries of India related to Board meetings, General Meetings and Dividend;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following observation:

- i. Company has not followed some of the provisions of prudential norms issued by Reserve Bank of India and some other compliances for Non-Banking Financial (Non - Deposit Accepting or Holding) Companies which also include any statutory modification and amendment from time to time.*
- ii. Company have filed AOC-4 of the Financial Year 2020-2021 on 25th May, 2022 i.e. Delayed in Filing of AOC-4 of the Financial Year 2020-2021, filing was done with penalty.*
- iii. The Company have filed Certificate under Regulation 7(3) of SEBI LODR pertaining to the Half Year ended 30th September, 2019 on 19th June, 2021. However, there is no penalty provision in SEBI (LODR) Regulations, 2015 the BSE stock Exchange has not imposed any penalty in relation to the same. This is Deviation in Compliance of Regulation 7(3) of SEBI LODR.*
- iv. After the conclusion of the Financial Year and before signing this audit report the Securities and Exchange Board of India has passed an ADJUDICATION ORDER NO.*

Order/SM/AD/2022-23/17072-17074 dated 15th June, 2022 against the previous 3 directors of the company, on two previous Directors of the company namely under Mr. Kamal Nayan Sharma & Mr. Harish Joshi Penalty Imposed of Rs. 8,00,000/- each under Sections 15A(a), 15HA and 15HB of the SEBI Act and Section 23H of SCRA and on one other previous director Mr. Mukund Bhardwaj Penalty Imposed of Rs. 7,00,000/- under section Sections 15HA and 15HB of the SEBI Act and Section 23H of SCRA.

v. The difference between the paid up capital as reflected on the MCA portal and the number of listed shares on the BSE ltd. is due to reissue of 2,14,849 equity shares to CRB trustee Limited in the Annual General Meeting dated 30th September, 2015 pursuant to high court order dated 11.12.2014 however, the corporate action and listing of these shares is pending.

I FURTHER INFORM/REPORT THAT DURING THE YEAR UNDER REVIEW:

The Listed Entity has taken following Actions to comply with the Observations made in Previous Reports:

The Company has informed to us during the Audit that the company has submitted the Waiver Application to the BSE Ltd. for earlier year SOP fines imposed by BSE Ltd. for non-compliances under SEBI (LODR) Regulations, 2015 by the Company to the Stock Exchange, the company has also informed and shown the email confirmations received from Stock Exchange for approval of the waiver applications and the Company have paid the SOP Fines in full and Final Settlement. The Company also informed that the company has paid Rs. 33,26,877/- as SOP fines to BSE Ltd. 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 under many Regulations of SEBI (LODR) Regulations, 2015 for which the penalty was imposed by BSE Ltd.

I FURTHER REPORT THAT:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance and where the same were given at shorter notice than 7 (seven) days, proper consent thereof were obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I FURTHER REPORT THAT:

During the audit period there were no specific events in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the stated above.

I FURTHER REPORT THAT:

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.

(ii) Redemption/buy-back of securities.

(iii) Foreign technical collaborations.

Note:

This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report

**For Brajesh Gupta & Co
Practicing Company Secretary**

**Place: Indore
Date: 13/08/2022**



**CS Brajesh Gupta
Practicing Company Secretary
Mem. No.: ACS-33070 & COP. No.:21306
UDIN: A033070D000791542**



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

“Annexure A to the Secretarial Audit Report F.Y. 2021-22”

**To,
The Member,
Indian Infotech and Software Limited,
110, 1ST Floor, Golden Chamber Pre CO-OP Soc Ltd,
New Link Road, Andheri (W), Mumbai 400053**

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Indian Infotech and Software Limited** (hereinafter called ‘the Company’) is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. I believe that the processes and practices I followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Brajesh Gupta & Co
Practicing Company Secretary**

**Place: Indore
Date: 13/08/2022**



**CS Brajesh Gupta
Practicing Company Secretary
Mem. No.: ACS-33070 & COP. No.:21306
UDIN: A033070D000791542**