



Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

Ref. No.: ICIL/BSE/23-24/SCR -01

Date: 25/05/2023

To,
The Manager,
Dept. of Corporate Services,
BSE Ltd.
P J Towers,
Dalal Street,
Fort, Mumbai – 400 001

Dear Sir,

Company Scrip Code: 532100.

Sub.: Submission of Secretarial Compliance Report of Indo-City Infotech Ltd for the year ended 31st March 2023.

Please find enclosed herewith a Secretarial Compliance Report dated 25th May 2023 for the year ended 31st March 2023 from M/s Girish Murarka & Co., Company Secretaries.

Please take on records and acknowledge the same.

Thanking you,
Yours truly,

For Indo-City Infotech ltd

Ramesh Chandra Pusola
Compliance Officer.

GIRISH MURARKA & CO.

Company Secretaries

Ground Floor, Wing "A", Flat No. 001, Bharateeya Kala Mandal C/2, Co-op. Hsg. Soc. Ltd.
Om Nagar, Andheri (East), Mumbai 400 099

Mobile: 98208 21209

Email: girishmurarka@gmail.com

SECRETARIAL COMPLIANCE REPORT OF INDO-CITY INFOTECH LIMITED (CIN – L51900MH1992PLC068670) FOR THE YEAR ENDED 31ST MARCH, 2023

I, Girish Murarka, proprietor of M/s GIRISH MURARKA & CO, practicing Company Secretary have examined:

- a) All the documents and records made available to us and explanation provided by INDO-CITY INFOTECH LIMITED ("the listed entity").,
- b) The filings / submissions made by the listed entity to the stock exchange – BSE Limited,
- c) Website of the listed entity,
- d) Any other documents / filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with provisions of:
 - (i) The Securities and Exchange Board of India, Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder and
 - (ii) 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:-

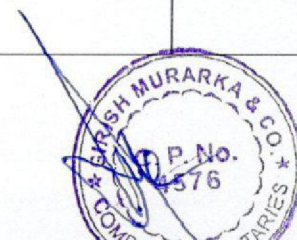
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the review period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the review period)**



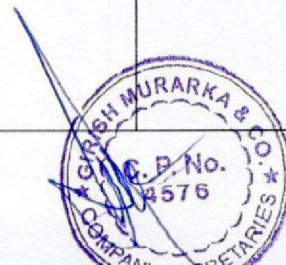
- e) Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021; **(Not Applicable during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the review period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the review period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Amendments Regulations, 2016; **(Not Applicable during the review period)**
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations 2009; **(Not Applicable during the review period)**
- k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circular / guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observation / Remarks by PCS*
1	Secretarial Standards: The compliance of the Listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretary of India (ICSI) as notified by Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2	Adoption and timely up dation of Policies: *All Applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of listed entities *All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None



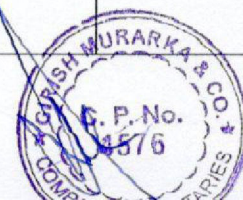
3	<p>Maintenance and Disclosure on Website: *The Listed entity is maintaining a functional website</p> <p>*Timely dissemination of documents / information under a separate section on the website</p> <p>*Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website</p>	Yes	None
4	<p>Disqualification of Director: None of the Director(s) of the Company is / are disqualified under section 164 of Companies Act, 2013 as confirmed by the listed</p>	Yes	None
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.</p> <p>a). Identification of material subsidiary companies.</p> <p>b). Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	The entity has no subsidiary company.
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7	<p>Performance Evaluation</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations</p>	Yes	None
8	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / rectified / rejected by the Audit Committee, in case no approval has been obtained</p>	<p>Yes</p> <p>Not Applicable</p>	<p>None</p> <p>None</p>



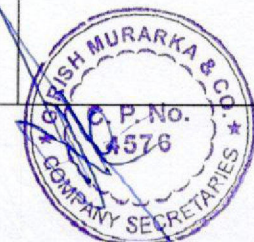
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time prescribed thereunder.	Yes	None
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	Action taken by SEBI or Stock Exchange(s), if any: BSE had imposed fine of Rs. 44,840/- including GST for delay by 19 days in uploading of Corporate Governance for the Quarter ended September, 2021	The Company had filed CG Report for the Quarter ended September 2021 on 9 th November, 2021 and thereby the delay of 19 days occurs and fine was imposed	The Company had paid the imposed fine of Rs. 44,840/- including GST for delay in filing of CG Report for Quarter ended September 2021 on 1 st July, 2022.
12	Additional Non-compliance, if any: No additional non-compliance observed for any SEBI Regulation / Circular / guideline note etc.	No non-compliance observed	None.

Compliance related to resignation of Statutory Auditor from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observation / Remark by PCS
1	Compliance with the following conditions while appointing / re-appointing an auditor		
	i) If the Auditor has resigned within 45 days from the end of quarter of a financial year, the auditor before such resignation, has issued the limited review / auditor report for such quarter or	N.A	
	ii) If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter as well as the next quarter or	N.A.	
		N.A.	



	<p>iii) If the Auditor has signed the limited review / audit report for the first three quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2	Other conditions relating to resignation of Statutory Auditor		
	<p>i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee</p> <p>a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarter Audit Committee meetings</p> <p>b) In case the Auditor proposes to resign, all concern with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the Auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable</p> <p>c) The Audit Committee / Board of Directors as the case may be, deliberated on the matter on receipt of such information from the Auditor relating to the proposal to resign as mentioned above and communicate its views to the management and auditor.</p> <p>ii) Disclaimer in case of non-receipt of information:</p> <p>The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	



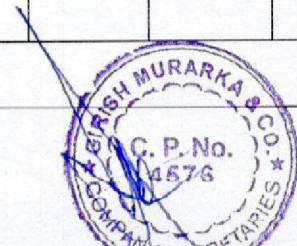
	ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information required by the auditor		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019	N.A.	

The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued under, except in respect of matter specified below, during review period.

Sr. No.	Compliance Requirements (Regulations/ Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observation / Remark of Practicing Company Secretary	Management Response	Remark
					Advisory/ Clarification/Fine/Show Cause Notice/ Warning etc.					
Not Applicable										

The Listed entity has taken following action to comply with the observation made in the previous year report.

Sr. No.	Compliance Requirements (Regulations/ Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observation / Remark of Practicing Company Secretary	Management Response	Remark
					Advisory/ Clarification/Fine/Show Cause Notice/ Warning etc.					
As per Annexure "A"										



Assumption & Limitation of Scope and Review:

1. Compliance of Applicable laws and ensuring the authenticity of the documents and information furnished are the responsibility of the Management of listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For GIRISH MURARKA & CO.
Company Secretaries**

**Girish Murarka
Proprietor**

ACS – 7036

COP – 4576

Place: Mumbai

Date: 25th May, 2023

UDIN – A007036E000376724

Peer Review No. 2223/2022



Annexure "A"

Sr. No.	Compliance (Requirements, Regulation / Circulars / guidelines, including specific clause)	Regulation / Circular No.	Deviation	Action taken by	Type of Action advisory / clarification / Fine / Show cause Notice/ warning etc	Details of Violation	Fine Amount in Rupees	Observation / Remark of Practicing Company Secretary	Management Response	Remark
1	Regulation 27(2) of SEBI(LODR), Regulations, 2015	Reg.27(2)	The Due date of submission was 21.10.2021, but it was uploaded on 09.11.2021. Thus, there was delay of 3 days	BSE	Fine	There was delay by 19 days in compliance of Regulation 27(2)	38,000/- Plus GST 18%	The Company agreed the period of delay and paid the fine imposed	The Management of the Company responded that the delay was due to oversight	The Company has delayed in uploading pursuant to Regulation 27(2) and paid the fine imposed

