

Ref No: PSPPROJECT/SE/15/21-22

June 21, 2021

Corporate Relations Department
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai- 400 001
Scrip code: 540544

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Scrip Symbol: PSPPROJECT

Dear Sir/Madam,


Subject: Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2021.

Kindly take the same on your record.

Thanking You,

For PSP Projects Limited


Mittali Christachary
Company Secretary & Compliance Officer



Encl: As above.

Rohit S Dudhela

Practising Company Secretaries

3, Kanan Flats, Opp. Memnagar Fire Station, Navrangpura, Ahmedabad - 380 009.

(Tel) 079 26461022 (M) 98250 40795 Email ID : rs2003dudhela@yahoo.com

ANNUAL SECRETARIAL COMPLIANCE REPORT OF PSP PROJECTS LIMITED (CIN: L45201GJ2008PLC054868) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

I, Rohit S Dudhela, Practising Company Secretary, have examined

- (a) all the documents and records made available to us and explanation provided by **PSP PROJECTS 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, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI ACT") and the Regulations, circulars, guidelines issued there under; 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; *except particulars mentioned below in Point 1 and 2;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the listed entity 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 to the listed entity during the review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the listed entity during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the listed entity during the review period)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Rules, 2013; (Not Applicable to the listed entity during the review period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **except particulars mentioned below in Point 3;

(i) And circular/ guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to the spread of the COVID-19 pandemic, 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 in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)Deviations/Observations	Deviations	Observations/ Remarks of the Practicing Company Secretary
*1.	Regulation 27 (2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Filing of Corporate Governance Report	Delay in corporate governance report submission for quarter ended June 30, 2020 with BSE.	The Company has submitted the Corporate Governance report for the quarter ended on June 30, 2020 with BSE on 18.08.2020 after noticing the system error. The same was submitted with NSE and uploaded on website of the company in timely manner.
*2.	Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Constitution of Risk Management Committee	NSE had asked for clarification for Non-Constitution of Risk Management Committee.	The Company accordingly submitted a clarification that as the Company was one of the top 500 companies as per market capitalization on NSE but not among the top 500 Companies as per Market capitalisation on BSE, the said committee was not formed. The board of directors of the company later constituted a Risk management committee in its meeting held on 05.08.2020. No further communication/clarification has been received from NSE.
**3.	Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Continual Disclosure	There was a delay of one working day in reporting of Disclosure on NSE.	The required disclosure was filed with delay of one working day on NSE portal, however timely submission of the same was made on BSE portal.

(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 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
1.	BSE Limited	Delay in Submission of Corporate Governance report for the quarter ended June 30, 2020 with BSE.	Penalty was imposed by BSE	Keeping in view that it was a technical error or system issue and that the company was compliant in filing the report with NSE, the company had filed an application for waiver of penalty levied by BSE and the same is under consideration.

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

Sr. No.	Observations made in the secretarial compliance report for the year ended March 31, 2020	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	There was a delay in compliance pertaining to Regulation 3 (5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 with regard to maintenance of structured digital database.	2019-20	The company has maintained the structured digital database and complied with the said Regulations.	The company has complied with the said Regulations.

Rohit S. Dudhela

Practising Company Secretary

Membership No. : FCS9808

COP: 7396

Date: 21st June, 2021

Place: Ahmedabad

UDIN No: F009808C000485074 dated 18-06-2021