

Ref No: PSPPROJECT/SE/14/20-21

June 04, 2020

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, 2020

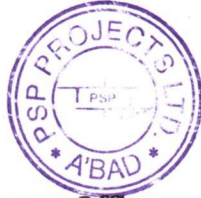
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2020.

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 Email ID: rs2003dudhela@yahoo.com

SECRETARIAL COMPLIANCE REPORT OF PSP PROJECTS LIMITED (CIN: L45201GJ2008PLC054868) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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, 2020("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");
- (iii) 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 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 1**
- (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 3 (5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	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.	As per the examination of records and information made available to us, the company is in compliance with Regulation 3 (5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 with regard to maintenance of structured digital Databases on the date of this report.

- (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.
None				

- (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 March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Violation of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') & Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and	As per the examination of records and submissions made in the previous year, the contra trade was inadvertently executed by the broker of the DP without an intent of violation of the said regulations and code of conduct..	In line with the provisions of the PIT Regulations and Company's Code of Conduct, the Audit committee was reported on the matter and the profit of such contra trade was remitted to 'Investor Education and protection fund (IEPF)'.	As per the examination of records and information made available to us, the company's action of remittance of profit to IEPF is in compliance with the PIT Regulations and Company's Code of Conduct.

	immediate relatives of Designated Persons (‘Company’s Code of Conduct’) with regard to restriction of Contra trade within six months of the prior transaction			
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Rohit S. Dudhela

Practising Company Secretary

Membership No. : FCS9808

COP : 7396

Date: **June 4, 2020**

Place: **Ahmedabad**

UDIN No : F009808B000314860 dated 03-06-2020