



BITS Limited

CIN: L72200DL1992PLC241971

Regd.Off.: 711, 7th Floor, New Delhi House 27, Barakhamba Road,
Connaught Place, New Delhi-110001 • Tel.:011-4365 6567
• E-mail: bitsltd@gmail.com • Website: www.bits.net.in

To,
The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Date: 27th May, 2019

SUBJECT: - SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT

Reference: - SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019

Dear Sir/Madam,

With reference to the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report duly signed by *Mrs. Pritika Nagi*, Partner of *M/s. Pritika Nagi & Associates*, Practicing Company Secretary for the year ended March 31, 2019.

Kindly take the same in your records.

Thanking You,

Yours Faithfully,
For Bits Limited

Surendra Singh Tangar
Company Secretary & Compliance Officer



SECRETARIAL COMPLIANCE REPORT OF BITS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

I Pritika Nagi, Practicing Company Secretary has examined:

- (a) all the documents and records made available to us and explanation provided by **Bits Limited** (“the Company” or “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 31st March, 2019 (“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: -

- (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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 up to October 2, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 w.e.f. October 3, 2018;
- (g) and circulars/ guidelines issued thereunder;

and based on the above examination, 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/Remarks of the Practicing Company Secretary
1.	NIL	NIL	NIL

- (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 my/our 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.	NIL	NIL	NIL	NIL

- (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*	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NIL	NIL	NIL	NIL

* This being first Annual Compliance Secretarial Report, no observation supposed to be made for the previous report. However, there has been no such observation were found and reported by me in previous year secretarial report (MR- 3) for the year ended on March 31, 2018 (issued as per Companies Act, 2013).

I further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and
- (e) and circulars/ guidelines/Amendments issued thereunder.



Place: - New Delhi
Date: - 20-05-2019

Pritika Nagi
Practicing Company Secretary
[ACS No.: 29544 C P No.: 11279]