

Speed  
Reliability  
Value Performance

## COMPUAGE INFOCOM LTD

9<sup>th</sup> July, 2020

To,  
The Corporate Services Dept.  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

National Stock Exchange of India Ltd.,  
Exchange Plaza,  
C-1, Block G, Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

Security Code: 532456  
ISIN: INE070C01037

Symbol: COMPINFO

**Sub: Submission of Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March, 2020**

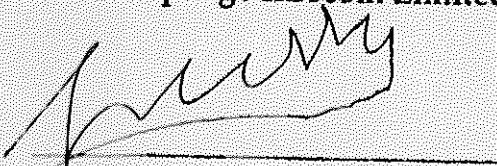
Dear Sir/Ma'am,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019; please find enclosed herewith the Annual Secretarial Compliance Report issued by Ms. I. Javeri, Practising Company Secretary, for the financial year ended 31<sup>st</sup> March, 2020.

This is for your information and records.

Thanking you.

Yours faithfully,  
For Compuage Infocom Limited,

  
Sunil Mehta  
Chief Finance Officer



Place: Mumbai

Encl: As above.

# ***Ms. I. Javeri***

*Company Secretary*

**Office:**

**Office No. 03, A Wing, 9th Floor,  
Pinnacle Corporate Park**

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Bandra Kurla Complex,**

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## **SECRETARIAL COMPLIANCE REPORT OF COMPUAGE INFOCOM LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

### **1. I, I. Javeri, Practicing Company Secretary, have examined:**

- (a) all the documents and records made available to me and explanation provided by **Compuage Infocom Limited** ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings or submissions made by the Listed Entity to the stock exchanges in connection with the above;
- (c) website of the listed entity; and
- (d) all other documents, filings or submission on the basis of which this certification is given,

### **for the financial year ended 31<sup>st</sup> March, 2020 ("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");

### **2. 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 (Buyback of Securities) Regulations, 2018 - (Not applicable during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (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 and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (Not applicable during the review period);

**and based on the above examination, I hereby report that, during the Review Period:**

- (a) The Listed Entity has prima facie complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of the matters specified below:

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1.	Quarterly filing under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018	Delayed Filing	During the review period, the Company has filed all pending quarterly reports under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 before signing of this report.

- (b) During the review period, the Company has issued and allotted on 10<sup>th</sup> May, 2019, 1,00,00,000 (One Crore) Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares (CNCRPS) having face value of Rs. 10/- each, at par, to Karvy Capital Limited, Demeter Portfolio, Non-Promoter on Private Placement basis for cash consideration and the shares are unlisted. The allotment of shares was approved by Shareholders vide Postal Ballot dated 07<sup>th</sup> May, 2019.
- (c) The listed entity has prima facie maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors 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:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
-	N.A.	N.A.	N.A.	N.A.

- (e) During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.
- (f) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March, 2019</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
-	N.A.	N.A.	N.A.	N.A.

- (g) The Listed entity has prima facie complied with points 6(A) and 6(B) as mentioned in SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditors.

(h) Due to COVID - 19 and continued lockdown, we are unable to verify the partial information physically, therefore we rely on the information provided by the Company in electronic mode.

**Place: Mumbai**

**Date: 06<sup>th</sup> July, 2020**

**UDIN: A002209B000419351**

**Ms. I. Javeri**  
**ACS No.: 2209**  
**COP No.: 7245**