

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L99999MH1999PLC135914

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCC4077F

(ii) (a) Name of the company

COMPUAGE INFOCOM LIMITEE

(b) Registered office address

D-601/602&G-601/602, LotusCorporatePark,  
SteelCompound, Western Express Highway, Goregaon(E)  
Mumbai  
Maharashtra  
400063

(c) \*e-mail ID of the company

investors.relations@compuage

(d) \*Telephone number with STD code

02267114444

(e) Website

www.compUAGEindia.com

(iii) Date of Incorporation

27/07/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

15/09/2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Compuage Infocom (S) Pte. Ltd		Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	96,270,000	64,975,806	64,975,806	64,975,806
Total amount of equity shares (in Rupees)	192,540,000	129,951,612	129,951,612	129,951,612

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	96,270,000	64,975,806	64,975,806	64,975,806
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	192,540,000	129,951,612	129,951,612	129,951,612

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	15,665,600	0	0	0
Total amount of preference shares (in rupees)	110,466,560	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	4,665,600	0	0	0
Nominal value per share (in rupees)	0.1	0.1	0.1	0.1
Total amount of preference shares (in rupees)	466,560	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	11,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	110,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	502,705	64,473,101	64975806	129,951,612	129,951,61	
<b>Increase during the year</b>	0	8,580	8580	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		8,580	8580			
Dematerialisation of physical shares						
<b>Decrease during the year</b>	8,580	0	8580	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	8,580		8580			
Dematerialisation of physical shares						
<b>At the end of the year</b>	494,125	64,481,681	64975806	129,951,612	129,951,61	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE070C01037

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="18/08/2020"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

37,297,867,000

**(ii) Net worth of the Company**

2,191,712,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	37,902,990	58.33	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	37,902,990	58.33	0	0

**Total number of shareholders (promoters)**

3

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	21,077,408	32.44	0	
	(ii) Non-resident Indian (NRI)	2,531,323	3.9	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	320	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,334,667	3.59	0	
10.	Others IEPF, Clearing Member, Fore	1,129,098	1.74	0	
	<b>Total</b>	27,072,816	41.67	0	0

**Total number of shareholders (other than promoters)**

13,105

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

13,108

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	7,926	13,105
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	2	0	46.03	0
<b>B. Non-Promoter</b>	0	3	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>2</b>	<b>4</b>	<b>46.03</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Atul H. Mehta	00716869	Managing Director	14,954,370	
Bhavesh H. Mehta	00740861	Whole-time director	14,954,380	
Ganesh S. Ganesh	00010877	Director	1,255	
Vijay Agarwal	00058548	Director	0	
Fatima Hussaini Nasab	08507217	Director	0	
Virendra G. Bhatt	02343351	Additional director	0	
Sunil Mehta	AAJPM8382L	CFO	352,651	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Anmol Jolly	BCTPJ0345R	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ajay H. Mehta	00686327	Additional director	18/07/2020	Appointment
Ruchita Shah	DKHPS4169E	Company Secretar	23/07/2020	Cessation
Ajay H. Mehta	00686327	Director	18/08/2020	Change in Designation
Anmol Jolly	BCTPJ0345R	Company Secretar	01/10/2020	Appointment
Ajay H. Mehta	00686327	Director	25/02/2021	Cessation
Virendra G. Bhatt	02343351	Additional director	25/02/2021	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	18/08/2020	9,142	35	64.88

**B. BOARD MEETINGS**

\*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2020	5	3	60
2	23/06/2020	5	5	100
3	18/07/2020	5	5	100
4	14/08/2020	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	24/09/2020	6	4	66.67
6	01/10/2020	6	6	100
7	12/11/2020	6	6	100
8	27/01/2021	6	4	66.67
9	12/02/2021	6	6	100
10	25/02/2021	6	6	100
11	18/03/2021	6	6	100

### C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/06/2020	3	2	66.67
2	Audit Committee	18/07/2020	3	3	100
3	Audit Committee	14/08/2020	3	3	100
4	Audit Committee	12/11/2020	3	3	100
5	Audit Committee	12/02/2021	3	3	100
6	Audit Committee	18/03/2021	3	3	100
7	Stakeholders'	14/08/2020	3	3	100
8	Stakeholders'	04/11/2020	3	3	100
9	Stakeholders'	12/02/2021	3	3	100
10	Nomination an	18/07/2020	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	15/09/2021
								(Y/N/NA)
1	Atul H. Mehta	11	11	100	3	3	100	Yes
2	Bhavesh H. M	11	11	100	4	4	100	Yes
3	Ganesh S. Ga	11	11	100	19	18	94.74	Yes
4	Vijay Agarwal	11	8	72.73	16	16	100	Yes
5	Fatima Hussai	11	8	72.73	15	14	93.33	Yes
6	Virendra G. Bl	1	1	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Atul H. Mehta	Managing Director	12,000,000	0	0	0	12,000,000
2	Bhavesh H. Mehta	Whole-Time Director	12,000,000	0	0	0	12,000,000
	Total		24,000,000	0	0	0	24,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunil Mehta	Chief Finance Officer	6,544,210	0	0	0	6,544,210
2	Ruchita Shah	Company Secretary	153,000	0	0	0	153,000
3	Anmol Jolly	Company Secretary	235,000	0	0	0	235,000
	Total		6,932,210	0	0	0	6,932,210

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vijay Agarwal	Non-Executive Director	0	0	0	800,000	800,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Fatima Hussaini Na	Non-Executive II	0	0	0	800,000	800,000
3	Virendra G. Bhatt	Non-Executive II	0	0	0	100,000	100,000
	Total		0	0	0	1,700,000	1,700,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Compuage Infocor	National Stock Exc	17/11/2020	Regulation 17(1)(c)	Fine of Rs. 6,95,000	Company has made the paym
Compuage Infocor	BSE Limited	17/11/2020	Regulation 17(1)(c)	Fine of Rs. 6,95,000	BSE Ltd has waived the fine o

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Avinash Bagul

Whether associate or fellow

Associate  Fellow

Certificate of practice number

19862

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated  (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

ATUL  
HARKISHAN  
DAS MEHTA

DIN of the director

00716869

**To be digitally signed by**

ANMOL  
JOLLY

- Company Secretary
- Company secretary in practice

Membership number

63055

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Compuage Infocom Limited_MGT7_SHT.p Committee Meetings Details.pdf CIN.pdf Compuage Infocom Limited_MGT7_SSH.p MGT8 CIL.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS:**

**C. COMMITTEE MEETINGS:**

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Nomination and Remuneration Committee Meeting	14/08/2020	3	3	100
12.	Nomination and Remuneration Committee Meeting	25/09/2020	3	3	100
13.	Nomination and Remuneration Committee Meeting	04/11/2020	3	3	100
14.	Nomination and Remuneration Committee Meeting	12/02/2021	3	3	100
15.	Nomination and Remuneration Committee Meeting	25/02/2021	3	3	100
16.	Corporate Social Responsibility Committee Meeting	23/06/2020	3	2	66.67
17.	Corporate Social Responsibility Committee Meeting	14/08/2020	3	3	100
18.	Corporate Social Responsibility	04/11/2020	3	3	100

	Committee Meeting				
19.	Corporate Social Responsibility Committee Meeting	12/02/2021	3	3	100

**ADDITIONAL INFORMATION:**

In compliance with Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held on 18<sup>th</sup> March, 2021, for FY 2020-21, without the presence of Non-Independent Directors. Attendance at the said Meeting was as mentioned below:

<b>SR. NO.</b>	<b>NAME &amp; DESIGNATION</b>
1	Mr. Ganesh S. Ganesh Non-Executive Independent Director
2	Mr. Vijay Agarwal Non-Executive Independent Director
3	Mrs. Fatima Hussaini Nasab Non-Executive Independent Director
4	Mr. Virendra G. Bhatt Additional Non-Executive Independent Director

**FORM NO. MGT-8**

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We, BNP and Associates have examined the registers, records and books and papers of **COMPUAGE INFOCOM LIMITED** (the "Company") [CIN:- L99999MH1999PLC135914] as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended on **31<sup>st</sup> March 2021** (the "financial year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the financial year correctly and adequately.

B. During the financial year, the Company has complied with the provisions of the Act and Rules made thereunder in respect of:

1. its status under the Act;
2. maintenance of registers/records and making entries therein within the time prescribed therefor;
3. filing of the forms and returns as stated in Annual Return with the Registrar of Companies within the prescribed time. The Company was not required to file any forms under the Act with the Regional Director, the Tribunal, Central Government, Court or other authorities;
4. calling / convening / holding meetings of the Board of Directors of the Company and Committees thereof and the meeting of the Members of the Company on due dates. This is as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been duly signed. No resolution was passed by circulation or postal ballot;
5. closure of Register of Members / Securities Holders;
6. no advances / loans are given to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts / arrangements with related parties as specified in section 188 of the Act were in the ordinary course of business of the Company and on arm's length basis;
8. there was no issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or alteration or deduction of share capital/ conversion of shares or securities. Company has not issued debentures.
9. there was no keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares under the provisions of the Act;

10. declaration and payment of dividend, transfer of unpaid , unclaimed dividend, other amounts as applicable to the Investor Education and Protection Fund , are in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution, appointment, re-appointment and resignation of Directors and Key Managerial Personnel and disclosures of interest made by them and remuneration paid to them. There was no filling up of casual vacancy in the office of Directors and Key Managerial Personnel of the Company;
13. The Company has appointed M/s. Bhogilal C. Shah & Co., Chartered Accountant, as Statutory Auditors of the Company for a period of five years at the Annual General Meeting held on 23<sup>rd</sup> September 2017 till the conclusion of Annual General Meeting to be held in 2022. There was no appointment or casual vacancy of auditors under the provisions of Section 139 of the Act;
14. no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Court or other authorities under the various provisions of the Act;
15. the Company has not accepted deposits from public. There was no renewal of any public deposits during the year. However, for the deposits accepted by the Company from its members and public upto 28<sup>th</sup> September 2018, the Company has made repayment during the year.
16. borrowings from banks, public financial institutions and others were made within the limits approved by the Members in that respect, wherever applicable. There was creation and satisfaction of charge. However, there was no modification of charge during the year.
17. the Company has complied with the provisions of section 186 of the Act relating to loans, advances and investments to other bodies corporate or persons falling under the provisions of said section. There were no guarantees given or securities provided by the Company.
18. there was no alteration of the provisions of the Memorandum of Association and Articles of Association of the Company.

**Place:- Mumbai**  
**Date:- 04.10.2021**

**For BNP & Associates**  
**Company Secretaries**  
**[Firm Regn. No. P2014MH037400]**



**Avinash Bagul**  
**Partner**

**FCS No. :- 5578**

**CP No. :- 19862**

**UDIN:- F005578C001083017**

**PR No.:- 637/2019**