



Speed  
Reliability  
Value Performance

## COMPUAGE INFOCOM LTD

16<sup>th</sup> May, 2022

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, 2022**

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 BNP & Associates, Practicing Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2022.

This is for your information and records.

Thanking you.

Yours faithfully,

For Compuage Infocom Limited,

*Hastipala*

Hasti Pala  
Company Secretary

Place: Mumbai  
Encl.: As above.



**SECRETARIAL COMPLIANCE REPORT OF COMPUAGE INFOCOM LIMITED FOR THE  
YEAR ENDED 31<sup>ST</sup> MARCH 2022**

To,  
**The Board of Directors**  
**Compuage Infocom Limited**

We BNP & Associates have examined:

- (a) all the documents and records made available to us and the explanations provided by **COMPUAGE INFOCOM LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (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 31<sup>st</sup> March 2022 ("Review Period") in respect of the 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;



Based on the above examination, we 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	Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company appointed an Additional Non-Executive Director who had attained the age of seventy-five years without passing a special resolution to that effect.	The Company is in compliance with the said requirement. The Special Resolution was passed by shareholders through postal ballot, result for the same was declared on 05th July 2021, for the tenure of the Non-Executive Director to commence w.e.f. 06 <sup>th</sup> July 2021

- (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 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 Exchange (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.	Observation s/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Violation of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015 regarding non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years	<p>BSE Limited vide its e-mail communications dated 17th May, 2021, 20th August, 2021 and 22nd November, 2021 levied a fine of Rs. 82,600, Rs.2,14,760 and Rs. 9,440 (including GST @ 18%) respectively for the said matter.</p> <p>However, the Company has made payments of all the above-mentioned fines.</p>	<p>The Company is in compliance with the said requirement.</p> <p>The Special Resolution was passed by shareholders through postal ballot, result for the same was declared on 05th July 2021, for the tenure of the Non-Executive Director to commence w.e.f. 06<sup>th</sup> July 2021.</p>

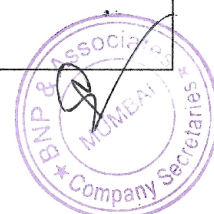


2.	National Stock Exchange of India Limited	Violation of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years	National Stock Exchange of India Limited vide its letters dated 17th May, 2021, 20th August, 2021 and 22nd November, 2021 levied a fine of Rs. 82,600, Rs.2,14,760 and Rs. 9,440 (including GST @ 18%) respectively for the said matter.  However, the Company has duly made payments of all the above-mentioned fines.	The Company is in compliance with the said requirement.  The Special Resolution was passed by shareholders through postal ballot, result for the same was declared on 05th July 2021, for the tenure of the Non-Executive Director to commence w.e.f. 06 <sup>th</sup> July 2021.
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- (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	According to Regulation 17 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was not having a minimum of six directors on its Board from 01 <sup>st</sup> April 2020 to 17 <sup>th</sup> July 2020.	The Company was not having a minimum of six directors on its Board from 01 <sup>st</sup> April 2020 to 17 <sup>th</sup> July 2020.	The Company is in compliance with the said requirement w.e.f. 18th July, 2020.	The Company is in compliance with the said requirement w.e.f. 18th July, 2020.
2.	BSE Limited vide its e-mail communications dated 20 <sup>th</sup> August, 2020 and 17 <sup>th</sup> November, 2020 levied a fine of Rs. 4,55,000 and 2,40,000 (excluding GST @ 18%) respectively.	Violation of Regulation 17 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	However, the Company had made an application for waiver of the fine.	The Company is in compliance with the with the said requirement w.e.f. 18th July, 2020 and the request for waiver of fine has been approved vide its e-mail dated 05 <sup>th</sup> July, 2021



3.	National Stock Exchange of India Limited vide its letters dated 20 <sup>th</sup> August, 2020 and 17 <sup>th</sup> November, 2020 levied a fine of Rs. 4,55,000 and 2,40,000 (excluding GST @ 18%) respectively. and the same was reiterated in response to the waiver application made by the Company. The Company received letter from NSE Limited on 29 <sup>th</sup> April, 2021 for non-payment of fine amount.	Violation of Regulation 17 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company deposited the amount of fine on 05 <sup>th</sup> May, 2021.	The Company is in compliance with the said requirement w.e.f. 18 <sup>th</sup> July, 2020.
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For BNP & Associates  
Company Secretaries  
[Firm Regn. No. P2014MH037400]



A handwritten signature of Avinash Bagul in black ink.

Avinash Bagul  
Partner

FCS No.: -5578 /CP No.: - 19862

PR No.: -637 / 2019

UDIN: -F005578D000324919

Place: Mumbai

Date: 16<sup>th</sup> May 2022