



COMPUAGE INFOCOM LTD

Date: 26th May, 2023

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: Annual Secretarial Compliance Report for the year ended March 31, 2023

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, please find enclosed herewith Annual Secretarial Compliance Report issued by M/s. BNP & Associates, Company Secretaries for the year ended March 31, 2023.

Kindly take the same on your record.

Thanking you,
Yours faithfully,

For **Compuage Infocom Limited**

Atul H. Mehta
Chairman and Managing Director
DIN: 00716869
Place: Mumbai

Encl: As above

**Secretarial Compliance Report of Compuage Infocom Limited
For The Year Ended 31st March, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Compuage Infocom Limited**, ("listed entity"), having its Registered Office at D-601/602 & G-601/602 Lotus Corporate Park Steel Compound, Western Express Highway, Goregaon (E), Mumbai - 400 063. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2023 ("Review Period"), complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, BNP & Associates ("PCS"), have examined:

- (a) all the relevant documents and records made available to us and the explanations provided by 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 documents / filings, as may be relevant, which have been relied upon to make this certification.

The foregoing information for the 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 ("SEBI LODR Regulations");
- (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 (Prohibition of Insider Trading) Regulations, 2015*;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and the circulars / guidelines issued thereunder;

Note* Pursuant to NSE Circular No. NSE/CML/2023/09 dated 25th January, 2023 and BSE Notice No. 20230125-9 dated 25th January, 2023 we confirm that, the Listed Entity has submitted the Compliance Certificate to the Stock Exchanges w.r.t. maintenance of Structural Digital Database as required under Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarters ended on 30th June, 2022, 30th September, 2022 and 31st December, 2022.

We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards ("SS") issued by the Institute of Company Secretaries India ("ICSI").	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations / circulars / guidelines	Yes	None
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">The listed entity is maintaining a functioning websiteTimely dissemination of the documents / information under a separate section on the websiteWeb-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website	Yes	None



4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	The listed entity has provided the required confirmation on the same.
5.	<u>To examine details related to Subsidiaries of listed entity</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The listed entity has no material subsidiaries.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee	Yes	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by stock exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder	No	No actions were taken by SEBI or by the stock exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.



12.	<p>Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note, etc.</p>	No	<p>As on 31st March, 2023, the composition of the Board of Directors and Committees thereof are not as per SEBI LODR Regulations and the Companies Act, 2013. There are three (3) Directors as on 31st March, 2023, out of which only one (1) is Independent Director. The listed entity needs to ensure compliance within three (3) months or by the next Board Meeting, whichever later, as required under Rule 4(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.</p>
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<p>Compliances with the following conditions while appointing / re-appointing an auditor</p> <ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review / audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year. 	NA	The Statutory Auditors of the listed entity have not resigned under the Review Period.



2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	No such instances have been observed 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. (a)	Compliance Requirement (Regulations / circulars / guidelines / including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations / Remarks of the PCS (i)	Management response (j)	Remarks (k)
None				

(b) The listed entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Compliance Requirement (Regulations / circulars / guidelines / including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations / Remarks of the PCS (i)	Management response (j)	Remarks (k)
None				

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
[PR No.: - 637/2019]**



A handwritten signature in black ink, appearing to read "Avinash Bagul", written over a horizontal line.

**Avinash Bagul
Partner**

FCS No.: - F5578 COP No.: - 19862

UDIN: - F005578E000347293

Date: - 22.05.2023

Place: Mumbai