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COMPUAGE INFOCOM LTD

21st May 2019

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 31st March 2019

Dear Sir/Ma'am,

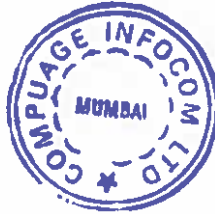
Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by Virendra G. Bhatt, Practising Company Secretary, for the financial year ended 31st March 2019.

This is for your information and records.

Thanking you.

Yours faithfully,
For Compuage Infocom Limited,

Disha Shah
Company Secretary



Place: Mumbai

Encl: As above.

Virendra Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

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

1. I, Virendra G. Bhatt, 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 / submissions made by the Listed Entity to the stock exchanges in connection with the above,
- (c) website of the listed entity,
- (d) All other documents, fillings or submission on the basis of which this certification is given

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");

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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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) All other regulations and circulars / guidelines issued and as applicable to the Company from time to time

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

- (a) The Listed Entity has prima facie complied with the provisions of the above regulations and circulars/ guidelines issued thereunder. However, in the absence of any transaction relating to buyback of securities, issue of Non-Convertible and Redeemable Preference Shares, new scheme of Employee Stock Option Plan and issue of debt securities during the review period, the compliance of the relevant regulations mentioned above does not arise.


During the period under review, the Company has passed Special Resolution for issuance of Optionally Convertible Preference Shares on Preferential Issue Basis but subsequently same has been withdrawn by the Company.

- (b) 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.
- (c) During the period under review and as per information provided, no action was taken against the listed entity / its promoters / directors either by SEBI 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. -
- (d) 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.



(e) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Place: Mumbai
Date: 20th May, 2019


Virendra G. Bhat
ACS No.: 1157
C P No.: 124

