



LAFFAN SOFTWARE LIMITED

CIN: L72200AS1985PLC002426

REGD. OFF.: 205, HARIBOL ROY MARKET, 2 FLOOR, A.T.ROAD, GUWAHATI - 781 001

CORP. OFF.: 21/7, SAHAPUR COLONY, GROUND FLOOR, KOLKATA - 700 053

Web: laffan.co.in

E_mail ID : laffan@mail.com

Phone No.: +91 9163513015

Date: 30th May, 2023

To,
Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI),
4th Floor, Vibgyor Towers, Plot No. C 62,
G Block, Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098.

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2023.

In Compliance of Regulation 24A of SEBI (LODR) Regulation, 2015 we are Submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023. Issued by Mr. Sanjay Kumar Vyas, Company Secretary and the Secretarial Auditor of the Company.

Request to update your records.

Thanking You,

Yours Faithfully,

For Laffan Software Limited

SWAPAN Digitally signed by
SWAPAN SARKAR
SARKAR Date: 2023.05.30
13:43:48 +05'30'

Swapan Sarkar

Director

DIN: 05149442

Encl: As above



SANJAY KUMAR VYAS

COMPANY SECRETARY IN PRACTICE

Office Address: 20 Pannalal Basak Lane, Howrah 711204

Email:-sanjayvyas1802@gmail.com

Phone No.:- +91 9874730085

To
The Board of Directors
Laffan Software Limited,
205, Haribol Roy Market,
2nd Floor A. T. Road,
Near Saraf Building
Guwahati 781001

Sub.: **Annual Secretarial Compliance Report for the Financial Year 2022-23**

Dear Sir,

We have been engaged by **Laffan Software Limited**, (hereinafter referred to as the "Company") bearing CIN: L72200AS1985PLC002426 whose Equity Shares are listed on Metropolitan Stock Exchange of India Limited to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

Sanjay

Kumar Vyas

Digitally signed by
Sanjay Kumar Vyas
Date: 2023.05.29
19:00:39 +05'30'

SANJAY KUMAR VYAS

Practicing Company Secretary

ACS No. 55689, C.P. No. 21598

PRC No: 1856/2022

UDIN: **A055689E000413211**

Place: Kolkata

Date: May 29, 2023



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ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Laffan Software Limited,
205, Haribol Roy Market,
2nd Floor A. T. Road,
Near Saraf Building
Guwahati 781001

We have examined:

- a) All the documents and records made available to us and explanations provided by the Company;
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2023 in respect of Compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable for the period**
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period**



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- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Not Applicable for the period**
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**

and circulars/ guidelines issued thereunder and 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:
 - **Refer Annexure "A" annexed to the Report**
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:
 - **Refer Annexure "B" annexed to the Report**

I further report that –

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s).
- There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Further to the matter, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report –

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of	Yes	Not Any

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	Company Secretaries India (ICSI)		
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	Not Any Not Any
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided 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 Yes Yes	Not Any Not Any Not Any
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Any
5.	To examine details related to Subsidiaries of listed entities: <ul style="list-style-type: none">a) Identification of material subsidiary companiesb) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	The Company does not have any Subsidiary
6.	Preservation of Documents: 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, 2015.	Yes	Not Any
7.	Performance Evaluation: 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	Not Any
8.	Related Party Transactions: <ul style="list-style-type: none">a) The listed entity has obtained prior approval of Audit Committee for all Related	Yes	Not Any

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	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	No such Case	Not Any
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Any
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	Yes	Not Any
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	N.A.	Not Any

Sanjay
Kumar VyasDigitally signed by
Sanjay Kumar Vyas
Date: 2023.05.29
19:00:57 +05'30'**SANJAY KUMAR VYAS**

Practicing Company Secretary

ACS No. 55689, C.P. No. 21598

PRC No: 1856/2022

UDIN: A055689E000413211

Place: Kolkata

Date: May 29, 2022



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Annexure "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: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)	Management Response
Not Any	N.A.	Not Any	Not Any	Not Any	Not Any	Nil	Not Any	Not Any

Annexure "B"

The listed entity has taken the following actions to comply with the observations made in previous reports: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company)
Not Any	N.A.	Not Any	Not Any	Not Any	Not Any	Nil	Not Any