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COMPUAGE INFOCOM LTD

21st August 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: Outcome/Proceedings of the 20th Annual General Meeting (AGM) held on
Wednesday, 21st August 2019**

Dear Sir/Ma'am,

Pursuant to Schedule III, Part A, Sub-regulation 13 of Regulation 30 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, proceedings of the AGM are enclosed herewith. It is hereby informed that meeting of the Shareholders of the Company held today i.e. on Wednesday, 21st August 2019, commenced at 10:20 a.m. at Hotel Bawa International, Near Domestic Airport, Next To Orchid Hotel, Vile Parle - East, Mumbai 400 099 and concluded at 10.50 a.m. wherein Members, subject to the results of e-Voting and Poll (Ballot Voting), considered all the items as set out in the notice dated 13th July 2019, convening the said AGM. The items considered by the Members at the AGM are as below:

1. The Audited Financial Statements for the financial year ended 31st March 2019 along with Directors' Report and Auditor's Report thereon;
2. Declaration of final dividend of 0.40 Paise per Equity Share on the share having face value of Rs.2/- each;
3. Re-appointment of Mr. Atul H. Mehta (DIN: 00716869) as a Director of the Company who shall be liable to retire by rotation;



4. Appointment of Branch Auditors, AAA Assurance PAC, Public Accountants and Chartered Accountants, Singapore, having Co. Registration No.201408818E to audit the accounts in respect of the Company's branch office located at Singapore and authorized the Board to fix remuneration, in connection with the audit of the accounts of the branch office outside India for the year ending 31st March 2020;
5. Re-appointment of Mr. Ganesh Shiva Ganesh (DIN: 00010877) as an Independent Director of the Company;
6. Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director of the Company;
7. Appointment of Mrs. Fatima Hussaini Nasab (DIN: 08507217) as an Independent Director of the Company and
8. Amended the Articles of Association of the Company by replacing the existing set of Articles with the new set of Articles of Association of the Company.

The Scrutinizer's Report together with results in respect of e-Voting and physical Poll (Ballot) Voting shall be submitted to the Exchanges immediately on receipt of the same, within the prescribed time period.

Kindly take the same on records and oblige.

Thanking you,

Yours faithfully,
For Compuage Infocom Ltd.,

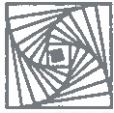


Disha Shah
Company Secretary



Place: Mumbai

Encl: Proceedings of the AGM



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COMPUAGE INFOCOM LTD

PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMPUAGE INFOCOM LIMITED HELD ON WEDNESDAY, 21ST AUGUST 2019 AT 10.20 A.M. AT HOTEL BAWA INTERNATIONAL, NEAR DOMESTIC AIRPORT, NEXT TO ORCHID HOTEL, VILE PARLE - EAST, MUMBAI 400 099.

PRESENT:

Mr. Atul H. Mehta	-	Chairman and Managing Director
Mr. Bhavesh H. Mehta	-	Whole-time Director
Mr. Vijay Agarwal	-	Non-executive & Independent Director
Mrs. Preeti Trivedi	-	Non-executive & Independent Director

INVITEES:

Mr. Suril Shah	-	Partner of M/s. Bhogilal C. Shah & Co, Statutory Auditors
Mr. Virendra Bhatt	-	Practicing Company Secretary & Scrutinizer
Mr. Sunil Mehta	-	Chief Financial Officer

IN ATTENDANCE:

Ms. Disha Shah	-	Company Secretary & Compliance Officer (CS)
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MEMBERS ATTENDANCE:

43 Members were present in person whose name appears in the Register of Members.

Ms. Disha Shah, CS, welcomed the Members and introduced them to the dignitaries on the dais. She regretted the delay in commencement of meeting due to unavoidable circumstances. Mr. Atul H. Mehta, Chairman of the Company occupied the Chair. Being requisite quorum present, with his consent the meeting was put to order. Thereafter, leave of absence was recorded for Mr. Ganesh S. Ganesh, Independent Director and Mrs. Fatima Hussaini, Additional Independent Director. She, further, informed that all the Statutory Registers and documents mentioned in notice convening the 20th Annual General Meeting were open for inspection.

Subsequently, the Chairman delivered his speech wherein he briefed the Members on the functioning of the Company and spoke on future prospects and avenues of the Company. He apprised the Members about cessation of tenure of Mrs. Preeti Trivedi as Independent Director of the Company and placed on record deep sense of gratitude and appreciation for the manner in which she had led the Board and the Company in her capacity as the Non-Executive Independent Director.



The Chairman concluded his speech by thanking the management, employees, customers, suppliers, bankers, other stakeholders and shareholders for their continued support.

Subsequently, the CS provided briefs on the e-Voting procedure. With the order of the Chairman, Poll was ordered on all the resolutions stated in the notice convening the meeting. Then, she elaborated on the e-Voting procedure to the Members.

With consent of the Members, the notice convening the 20th Annual General Meeting which was already circulated, was taken as read.

Members were informed about the corrigendum published for the printing error as tabulated hereunder for point no.18.b.ii on page 44 of the Annual Report:

Name of the allottee	No. of shares allotted
Ajay Harkishandas Mehta Jt. Manisha Mehta	1,90,370
Ajay H. Mehta	1,80,000
Khadija Jagmagia	3,70,370
Aahad Jagmagia	92,592

Further, in view of Section 145 of the Companies Act, 2013, there was no need to read the Auditor's Report and hence the same was taken as read.

Post that agenda items, as below, were considered at the meeting:

AGENDA NO. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019 AND THE REPORTS OF THE DIRECTORS' AND THE AUDITOR'S THEREON:

"RESOLVED THAT the audited standalone and consolidated financial statements for the financial year ended 31st March 2019 and Statement of Profit and Loss Account on that date together with the annexures forming part of the Accounts, the Auditors' Report as well as the Directors' Report as circulated to the Shareholders and laid before the meeting, be received, considered and adopted."

NEXT AGENDA No. 2: ORDINARY RESOLUTION

TO DECLARE A DIVIDEND OF 0.40 PAISE PER EQUITY SHARE:

"RESOLVED THAT the final dividend of 0.40 paise per Equity Share i.e. 20% on face value of Rs.2/- each out of the profits of the financial year ending on 31st March 2019 on 6,49,75,806 Equity Shares of Rs.2/- each fully paid up aggregating to Rs.2,59,90,322.40 be and is hereby proposed to be paid to all the



Members/Beneficiaries, whose names appear in the Register of Members as on the cut-off date i.e. 13th August 2019.

RESOLVED FURTHER THAT the Directors of the Company be and are by authorized to take requisite steps to give effect to the aforesaid resolution.”

Since, Mr. Atul H. Mehta, was interested in next resolution, he vacated the Chair. With the consent of the Members present, Mr. Vijay Agarwal occupied the Chair for next resolution.

MOVING TO AGENDA No. 3: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. ATUL H. MEHTA, MANAGING DIRECTOR, (DIN: 00716869) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

“RESOLVED THAT Mr. Atul H. Mehta, Managing Director having DIN: 00716869, who retires by rotation and being eligible, offers himself for re- appointment, be and is hereby proposed to be appointed as a Director of the Company.”

Then Mr. Vijay Agarwal vacated the Chair and Mr. Atul Mehta re-occupied it.

AGENDA No. 4: ORDINARY RESOLUTION

TO APPOINT BRANCH AUDITORS AND FIX THEIR REMUNERATION:

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company be and are hereby authorised to appoint Branch Auditors, AAA Assurance PAC, Public Accountants and Chartered Accountants, Singapore, having Co. Registration No.201408818E to audit the accounts in respect of the Company’s branch office located at Singapore and to fix their term and conditions of appointment and remuneration, plus taxes, as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the branch office outside India for the year ending 31st March 2020 as may be mutually agreed upon by the Board of Directors and the Accountants.”

AGENDA No. 5: SPECIAL RESOLUTION

TO RE-APPOINT MR. GANESH SHIVA GANESH (DIN: 00010877) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Ganesh Shiva Ganesh (DIN: 00010877), who was appointed as an Independent Director and who holds office as an Independent Director up to 22nd August 2019 and that he has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, commencing from 23rd August 2019 to 22nd August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

AGENDA No. 6: SPECIAL RESOLUTION

TO RE-APPOINT MR. VIJAY AGARWAL (DIN: 00058548) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Agarwal (DIN: 00058548), who was appointed as an Independent Director and holds office as an Independent Director upto 22nd August 2019 and that he has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, commencing from 23rd August 2019 to 22nd August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

AGENDA No. 7: ORDINARY RESOLUTION

TO APPOINT MRS. FATIMA HUSSAINI NASAB (DIN: 08507217) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any



statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Fatima Hussaini Nasab (DIN: 08507217), who was appointed as an Additional Non-Executive Independent Director of the Company with effect 13th July 2019, and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice, in writing, from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 (five) consecutive years, commencing from 23rd August 2019 to 22nd August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

AGENDA No. 8: SPECIAL RESOLUTION

TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), approval of the Members be and is hereby accorded to alter the existing Articles of Association of the Company ("Articles") by replacing the existing set of Articles with the new set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Thereafter, on the invitation of the Chairman, Members addressed the Meeting, gave their suggestions and sought clarifications on the Company's accounts and businesses. The Chairman responded to the queries of the Members and provided clarifications.

Conduct of the Poll:

Afterwards, Poll was taken up by the Scrutinizer wherein empty ballot box was shown to the Members, it was then locked and sealed; poll papers were distributed to the Members. Poll was conducted and the Members were informed that combined results on e-Voting and Poll shall be declared latest by 23rd August 2019 and the results shall be available on the website of the Company. Formal custody of the Ballot box was taken by the Scrutinizer.

Vote of thanks:

Thanking the Members for their participation, the Chairman announced formal closure of the 20th Annual General Meeting of the Company.



Thereafter, vote of thanks was given to the Chair.

Time of commencement of meeting: 10.20 a.m.

Time of conclusion of meeting: 10.50 a.m.

For Compuage Infocom Limited,



Disha Shah
Company Secretary



Place: Mumbai

Date: 21st August 2019